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*Co-Counsel to the Ad Hoc Committee of  
Governmental and Other Contingent  
Litigation Claimants*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
In re : Chapter 11  
:  
PURDUE PHARMA L.P., *et al.*, : Case No. 19-23649 (RDD)  
:  
Debtors<sup>1</sup>. : (Jointly Administered)  
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**APPLICATION OF OTTERBOURG P.C. AS CO-COUNSEL OF THE  
AD HOC COMMITTEE'S PROFESSIONALS FOR  
FIRST INTERIM ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED  
FROM SEPTEMBER 16, 2019 THROUGH AND INCLUDING JANUARY 31, 2020**

<b><i>General Information</i></b>	
Name of Applicant:	Otterbourg P.C.
Applicant's Role in Case:	Co-Counsel to the Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtors' registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF L.P. (0495), SVC Pharma L.P. (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

Retention Date:	September 16, 2019
Date of Order Approving Debtors' Payment of Fees and Expenses of Applicant:	December 2, 2019, [dkt. no. 553]
<b><i>Summary of Fees and Expenses Sought for the Application Period</i></b>	
Time period covered by this application:	September 16, 2019 through and including January 31, 2020 (the " <u>Application Period</u> ")
Amount of Compensation Sought as Actual, Reasonable, and Necessary for the Application Period:	\$646,606.50
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary for the Application Period:	\$2,956.87
Total Compensation and Expense Reimbursement Requested for the Application Period:	\$649,563.37
Amount of Compensation Paid but Not Yet Allowed to Date:	\$446,890.00
Amount of Expenses Paid but Not Yet Allowed to Date:	\$1,786.15
This is a(n):	<input type="checkbox"/> Monthly <input checked="" type="checkbox"/> Interim <input type="checkbox"/> Final Application

<b><i>Monthly Fee Statements Subject to This First Interim Fee Application</i></b>						
Statement		Amount Requested		Amount Paid		
Period	Dkt. and Date	Fees	Expenses	Fees (80%)	Expenses (100%)	Balance
9/16/2019- 10/31/2019	Dkt. No. 633 Filed: 12/9/2019	\$342,882.00	\$1,434.43	\$274,305.60	\$1,434.43	\$68,576.40
11/1/2019- 11/30/2019	Dkt. No. 743 Filed: 1/13/2020	\$133,482.50	\$110.80	\$106,786.00	\$110.80	\$26,696.50
12/1/2019- 12/31/2019	Dkt. No. 805 Filed: 2/5/2020	\$82,248.00	\$240.92	\$65,798.40	\$240.92	\$16,449.60
1/1/2020- 1/31/2020	Dkt. No. 918 Filed: 3/12/2020	\$87,994.00	\$1,170.72	\$0.00	\$0.00	\$89,164.72
<b>TOTAL</b>		<b>\$646,606.50</b>	<b>\$2,956.87</b>	<b>\$446,890.00</b>	<b>\$1,786.15</b>	<b>\$200,887.22</b>

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In re	: Chapter 11
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PURDUE PHARMA L.P., <i>et al.</i> ,	: Case No. 19-23649 (RDD)
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**APPLICATION OF OTTERBOURG P.C. AS CO-COUNSEL OF THE  
AD HOC COMMITTEE'S PROFESSIONALS FOR  
FIRST INTERIM ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED  
FROM SEPTEMBER 16, 2019 THROUGH AND INCLUDING JANUARY 31, 2020**

TO: THE HONORABLE ROBERT D. DRAIN,  
UNITED STATES BANKRUPTCY JUDGE:

Otterbourg P.C. ("**Otterbourg**" or "**Applicant**"), Co-Counsel to the Ad Hoc Committee of Governmental and Other Contingent Claimants (the "**AHC**") in the above-captioned case in support of its first application (the "**Application**") for allowance of interim compensation for

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtors's registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF L.P. (0495), SVC Pharma L.P. (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

professional services rendered and reimbursement of expenses incurred from September 16, 2019 through and including January 31, 2020 (the “**Application Period**”), respectfully represents:

### **JURISDICTION, VENUE AND STATUTORY PREDICATES**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is core proceeding pursuant to 28 U.S.C. § 157(b). Venue of this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are Sections 330 and 331 of Title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”). This Application has been prepared in accordance with *General Order M-447, the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases pursuant to Local Rule 2016-1(a) (as updated June 17, 2013)* (the “**Local Guidelines**”), and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in larger Chapter 11 Cases, effective November 1, 2013* (the “**UST Guidelines**”) and, together with the Local Guidelines, the “**Guidelines**”). Attached hereto as **Exhibit A** is a certification regarding compliance with the Local Guidelines.

### **BACKGROUND**

3. On September 16, 2019 (the “**Petition Date**”), Purdue Pharma L.P. and its affiliates (the “**Debtors**”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

4. The Debtors have remained in possession of their property and continue in the management of their business as a debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

5. An official committee of unsecured creditors (the “UCC”) was appointed by the Office of the United States Trustee (the “U.S. Trustee”) in this Case on September 27, 2019 [Dkt. No. 131].

6. On November 21, 2019, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated November 21, 2019 (the “**Interim Compensation Order**”) [Dkt. No. 529]. The Interim Compensation Order provides, among other procedures, that professionals are required to file and serve monthly itemized billing statements and interim fee applications.

7. On December 2, 2019, the Court entered an *Order Authorizing the Debtors to Assume the Reimbursement Agreement and Pay the Fees and Expenses of the Ad Hoc Committee’s Professionals* (the “**Fee Assumption Order**”). [Dkt. No. 553]. The Fee Assumption Order permitted the payment of the fees and expenses of the AHC’s professionals, including Applicant, *nunc pro tunc* to September 16, 2019, and requires compliance with the procedures set forth in the Interim Compensation Order. A copy of the Fee Assumption Order is annexed hereto as **Exhibit B**.

**SUMMARY OF PROFESSIONAL COMPENSATION  
AND REIMBURSEMENT OF EXPENSES REQUESTED**

8. By this Application, Applicant seeks an order approving on an interim basis: (a) compensation in the amount of \$646,606.50 and (b) expenses in the amount of \$2,956.87, representing actual and necessary expenses Applicant incurred in connection with its rendition of professional services to the AHC during the Application Period.

9. With the exception of the Monthly Fee Statements filed in accordance with the Interim Compensation Order, no prior fee application has been filed in this Case by Applicant. In accordance with the Interim Compensation Order, the following Monthly Fee Statements were filed by Applicant:

<b><i>Monthly Fee Statements Subject to This First Interim Fee Application</i></b>						
Statement		Amount Requested		Amount Paid		
Period	Dkt. and Date	Fees	Expenses	Fees (80%)	Expenses (100%)	Balance
9/16/2019-10/31/2019	Dkt. No. 633 Filed: 12/9/2019	\$342,882.00	\$1,434.43	\$274,305.60	\$1,434.43	\$68,576.40
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<b>TOTAL</b>		<b>\$646,606.50</b>	<b>\$2,956.87</b>	<b>\$446,890.00</b>	<b>\$1,786.15</b>	<b>\$200,887.22</b>

10. Applicant attaches the following in support of this Application:

- Exhibit C is a summary of the compensation sought by Applicant by project code for the Application Period and a comparison to the Applicant's budget and proposed staffing plan.
- Exhibit D is a list of the attorneys and paraprofessionals who have worked on this case during the Application Period, the aggregate time invested by each individual, the applicable hourly billing rate, and the amount of fees attributable to each individual, as well as the hours and time spent by position (*e.g.*, partner, associate, clerk), blended hourly rates, and a

comparison against the blended rates of other non-insolvency attorneys and professionals at Otterbourg.

- Exhibit E contains a copy of the computer-generated time entries reflecting the time recorded during the Application Period, organized in project billing categories by the Applicant.
- Exhibit F is a summary of reimbursement sought by the Applicant by expense type for all expenses incurred during the Application Period.
- Exhibit G contains a copy of the computer-generated list of expenses incurred during the Application Period.

### **SUMMARY AND HIGHLIGHTS OF SERVICES RENDERED**

11. During the Application Period, Applicant performed services on a variety tasks for the AHC, all of which are set forth in Applicant's detailed time records. The following summary is intended only to highlight some of the services rendered by Applicant during the Application Period and is not intended to be a complete recitation of all activities or of all activities performed. Although every effort was made to consistently categorize the actual services provided into the appropriate category, certain tasks were interrelated and could properly be categorized in multiple categories.

#### **A. Asset Analysis and Recovery**

12. For the AHC and its professionals to diligently perform its duties, including conduct due diligence with respect to a restructuring support agreement and underlying information in support of several of the Debtors' motions, it was critical that the AHC and its professionals enter into agreements for the sharing of confidential information. One of the more highly negotiated documents was the Protective Order that was ultimately entered by the Court on January 28, 2020 [Dkt. No. 784] (the "Protective Order"). The Protective Order impacts (and required the input from) multiple groups and their respective professionals. The Debtor, the UCC, the AHC, the Ad Hoc Group of Non-Consenting States (the "NCSG") and the Multistate Governmental Entities Group are all parties to the Protective Order. The Protective Order



contains detailed provisions addressing multiple categories of confidential documents and who has a right to review such documents, including the method for review of documents that fall within the various categories. Accordingly, the Protective Order required months of negotiations, including the exchange of multiple drafts and multiple conference calls. During the Application Period, Applicant spent time reviewing the drafts, participating in conference calls with co-counsel and members of the AHC regarding the drafts, and participating in conference calls with the Debtors and others to discuss the Protective Order.

13. In addition, to facilitate open discussions between and among the various members of the AHC, the AHC members entered into a Common Interest Agreement at the onset of the case. Applicant reviewed the Common Interest Agreement and discussed issues with the members of the AHC (namely the states) to ultimately arrive at a consensus and approval by the members. Similarly, to facilitate the exchange of certain due diligence information with the NCSG, Applicant also reviewed a proposed protocol for the sharing of information with the NCSG.

14. During the Interim Period, Applicant also reviewed preliminary due diligence materials from the Sackler family and reports prepared by the AHC's financial advisors.

**B. Assumption and Rejection of Leases & Contracts**

15. On October 29, 2019, the Debtors filed a *Motion to Assume the Prepetition Reimbursement Agreement with the Ad Hoc Committee, and to Pay the Fees and Expenses of the Ad Hoc Committee's Professionals* (the "**Assumption Motion**"). [Dkt. No. 394] As described in the Assumption Motion, prior to the Petition Date, the Debtors reached an agreement in principle with (i) 24 states,<sup>2</sup> (ii) five U.S. territories, including Puerto Rico, (iii) the plaintiffs' executive committee ("**PEC**") of the multidistrict litigation pending in the United States District

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<sup>2</sup> One state subsequently withdrew from the AHC.

Court for the Northern District of Ohio, *In re National Prescription Opiate Litigation*, No. 1:17-md-02804-DAP, which represents over 2,250 counties, municipalities, Native American and Alaska Native tribes, individuals, and third-party payors, and (iv) certain major U.S. cities and counties in connection with a comprehensive settlement framework to settle the claims relating to the Debtors' opioid business (the "**Settlement Framework**").

16. Prior to the Petition Date, at the request of the Debtors, representatives of the parties to the Settlement Framework organized to form the AHC to negotiate in an organized manner with the Debtors. In connection with the formation of the AHC and to allow for the continuance of the work that it was doing with the Debtors, on September 15, 2019, prior to the commencement of the chapter 11 cases, the Debtors and the AHC executed a reimbursement agreement (the "**Reimbursement Agreement**") under which the Debtors agreed to pay the reasonable and documented fees and expenses of the AHC's professionals. Pursuant to the Assumption Motion, the Debtors sought to assume the Reimbursement Agreement. As set forth in more detail by the Debtors in the Assumption Motion, given the numerous and disparate parties that have agreed to support the Settlement Framework, to successfully continue to negotiate and implement the Settlement Framework it was critical that the supporting parties organize into a single organized counterparty like the AHC.

17. It was particularly important to the governmental entities, who as a whole represent 85% of the lawsuits that were commenced pre-petition against the Debtors, that they have a voice in the bankruptcy proceedings. It is the position of the U.S. Trustee that the Bankruptcy Code bars the U.S. Trustee from appointing governmental entities to official committees and, therefore, no governmental entities were appointed to the UCC. Prior to the Debtors filing the Assumption Motion, Applicants has several conversations with representatives

of the U.S. Trustee. Acknowledging that the U.S. Trustee was unlikely to appoint any governmental entity to the UCC, the purpose of such calls was to advise the U.S. Trustee of the Debtors and the AHC's intended course of action, namely, the assumption of the Fee Reimbursement. Subsequent to these conference calls, Applicant prepared and provided to the U.S. Trustee a letter outlining the history and the formation of the AHC, the work that it had been doing for months with the Debtors the legal basis for assumption of the Fee Reimbursement Letter, and that the formation of the AHC was in the best interests of the Debtors.

18. Applicant and its co-counsel also worked with the Debtors on the preparation of the Assumption Motion, reviewing the papers, providing comments, and participating in conference calls to discuss the arguments and the framing thereof. Applicant also reviewed the multiple response to the Assumption Motion, the AHC's Statement in Support and prepared and coordinated with all of the supporting states and territories to provide declarations in support of the Assumption Motion, which Applicant then filed on their behalf. Applicant also assisted in preparing for and thereafter attending the hearing to consider the Assumption Motion.

**C. Business Operations**

19. During the Application Period, Applicant reviewed the Debtors' first day motions, including the contested motion to pay the pre-petition wages of its employees, and attended the first and second day hearings to consider the motions on September 17, 2019 and October 10, 2019. Applicant also participated telephonically in the December 19, 2019 hearing and appeared at the January 24, 2020 hearing.

20. Applicant also reviewed the Debtors' proposed auto-injector development agreement, participated in a telephone call with the Debtors to review the proposed agreement, and reviewed presentations prepared by the AHC's financial advisors with respect to the development proposal.

21. During the Application Period, Applicant spent time reviewing the Debtors' draft bar date motion, participated in conference calls with co-counsel and members of the AHC to discuss concerns regarding the bar date motion and the need for a bar date in general. Applicant also reviewed with the states the provisions of the bar date order and proof of claim forms to identify any issues with the information that will need to be supplied by the states. Applicant coordinated with co-counsel to assemble and discuss the concerns with the bar date motion and participated in multiple conference calls with the Debtors concerning the bar date motion, order and related materials.

**D. Litigation: Contested Matters**

22. During the Application Period, Applicant reviewed and analyzed the Debtors' Motion for a Preliminary Injunction filed in Adversary Proceeding No. 19-08289 [Dkt. No. 2] (the "**Injunction Motion**"), pursuant to which the Debtors sought temporary injunctive relief from the thousands of lawsuits pending against it outside of bankruptcy to allow the Debtors time to work diligently towards a restructuring support agreement ("**RSA**") and ultimately a plan of reorganization that could have a critical mass of support from the Debtors' creditors. Applicant dedicated time to reviewing the Injunction Motion with the members of the AHC (particularly the state members) and considering the AHC's position and the impact of the relief requested, including how it intersects to the term sheet agreed to between the AHC (and those it represents) and the Debtors regarding the outline for a restructuring plan. Applicant prepared for and attended the hearing on October 11, 2019 and November 6, 2019 to consider the Injunction Motion. Applicant also reviewed the Stipulation entered into between the Committee and the Debtors in which the UCC agreed to support the Injunction Motion in consideration of certain agreements by the Debtors (the "**UCC Stipulation**").

**E. Emergency Financing**

23. One of the elements of the UCC Stipulation was that the Debtors would agree to fund an Emergency Relief Fund (“**ERF**”) to provide emergency relief to combat the opioid epidemic and its impact. The AHC and each of its members dedicated an extraordinary amount of time to formulating a proposed ERF that would be acceptable to both the states, municipalities and, in the belief of the AHC, would require the least amount of administrative work to establish (by utilizing existing governmental frameworks) and would provide emergency relief to affected communities, in ways that can best assist each community, as expeditiously as possible.

24. Applicant first worked with the states on the AHC responsible for formulating the AHC’s ERF proposal and then helped to coordinate with the local governments and municipalities to arrive at a framework that could be acceptable to both the states, local governments, and the PEC. The AHC also sought to obtain the input and support of the NCSG for its proposal. These intra-AHC negotiations were extensive. The UCC also had prepared its own ERF proposal. Applicant reviewed the proposal and worked with the AHC and co-counsel to identify concerns regarding the UCC’s proposal and, where possible, try to incorporate provisions from the UCC’s proposal into the proposal being formulated by the AHC.

25. Applicant spent a significant amount of time during the last several months reviewing multiple drafts, comments and re-drafts to a variety of proposals that were being exchanged between and among the various creditor groups, participated in multiple conference calls with the AHC, the ERF subcommittee, the individual states on the ERF subcommittee, the NCSG, as well as the Debtors and the UCC. Applicant also participated in in-person meetings to discuss the ERF and assist with the drafting of certain language that could garner the greatest level of acceptance. This has been a time consuming, yet important project, to which Applicant has dedicated significant time.

**F. Case Administration/General Services**

26. At the beginning of the case, Applicant and co-counsel had to quickly organize the AHC so that it could promptly respond to motions before the Court and requests of the Debtors. This included assisting with certain fundamental tasks, such as preparing AHC Bylaws, a Rule 2019 Statement, interviewing and retaining a financial advisor, and preparing agendas and a list of action items for the AHC. Given the size of the AHC and the fact that it is mostly comprised of governmental entities with their own unique issues (*e.g.*, public records laws), the drafting and negotiating the Bylaws required significant time and effort, speaking with the various constituencies (Applicant primarily coordinated with the states on intra-committee issues) to ascertain their positions and seek solutions.

27. Throughout all of these activities, Applicant regularly communicated and coordinated with its co-counsel. We organized with co-counsel by having initial meetings to discuss budgets, the roles of each firm, and the specific tasks to be undertaken by each. It was also particularly important given the size of the AHC subsets of groups could organize and have a point of contact to discuss issues specific to the subset of members and communicate them to other co-counsel and the remainder of the AHC group. While there were activities that necessarily required full participation of the professionals, tasks were coordinated to avoid duplication of efforts. Ultimately, through the work of Applicant and its co-counsels, the AHC was able to assemble into a well-organized unit that is able to work with the Debtors to facilitate the goals of these bankruptcy cases.

28. Applicant also prepared and filed monthly fee statements as required by the Compensation Procedures Order.

**G. Meetings and Communications with Ad Hoc Committee**

29. Throughout the Application Period, Applicant and its co-counsel kept the AHC members advised of all matters in the case, providing regular updates and responding to inquiries. The AHC has weekly update calls with the entire AHC and also has regular calls with the subcommittees, some of which occur on a weekly basis and others on an as-needed basis. For example, during the lengthy negotiations of the ERF, calls with the members responsible for the ERF occurred multiple times a week, sometimes multiple times a day. Applicant also had regular calls with the states (both those that are members of the AHC and those that are supporting states, but not on the AHC) to keep them up to date on matters in the case and to address issues that are unique to the states and, when necessary, presenting those positions to the other non-state members of the AHC.

**EVALUATING APPLICANT'S SERVICES**

30. Applicant submits that its request for the first interim allowance of compensation is reasonable and appropriate. The services rendered by Applicant, as highlighted above, required substantial time and effort.

31. Bankruptcy Code section 331 provides for interim compensation of professionals and incorporates the substantive standards of Bankruptcy Code section 330 to govern the Court's award of such compensation. Bankruptcy Code section 330 provides that a court may award a professional employed under Bankruptcy Code section 327 "reasonable compensation for actual, necessary services rendered ... and reimbursement for actual, necessary expenses." Bankruptcy Code section 330 also sets forth the criteria for the award of such compensation and reimbursement.

32. In determining the amount of reasonable compensation to be awarded, the Court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including:

- a. the time spent on such services;
- b. the rates charged for such services;
- c. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- d. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- e. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

33. Applicant respectfully submits that the services for which it seeks compensation in this Application were necessary for and beneficial to the AHC, the Debtors, the Debtors' estates, and other parties in interest. Applicant also submits that the services rendered to the AHC were performed economically, effectively and efficiently and were necessary. Applicant further submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services and that the fees billed and expenses incurred were well within the parameters of the budget provided to the Debtors, which estimated monthly fees of \$250,000.

34. Applicant coordinated with co-counsel to the AHC to assign tasks and avoid duplication of services. Certain services, such as participation in conference calls and meetings and review of pertinent documents, necessarily required the involvement of multiple co-counsel advising the AHC. Applicant was primarily responsible for interfacing with the state members



of the AHC and bringing such issues and concerns to the remainder of the AHC and other co-counsel.

35. Applicant's hourly rates and fees charged are consistent with the market rate for comparable services. As set forth in the Cyganowski Certification, the hourly rates and fees charged by Applicant are the same as those generally charged to, and paid by, Applicant's other clients. Applicant regularly reviews its hourly rates in October of each year, accordingly, Applicant's rates increased on October 1<sup>st</sup>, shortly after the Petition Date, but prior to entry of the Fee Assumption Order.

36. Applicant, to the best of its knowledge, has not included any fees in connection with or relating to the allocation of value among the Debtors' creditors (the "Allocation Fees"). Pursuant to the Fee Assumption Order, Applicant may request Allocation Fees through a separate application at a later date.

37. In summary, the services rendered by Applicant were necessary and beneficial to the AHC and the Debtors' estates, and were consistently performed in a timely manner commensurate with the complexity, importance, novelty and nature of the issues involved. Accordingly, approval of the compensation sought herein is warranted.

### **DISBURSEMENTS**

38. Applicant incurred actual and necessary out-of-pocket expenses during the Application Period, which are set forth in Exhibit G. By this Application, Applicant respectfully requests allowance of such reimbursement in full. The disbursements for which Applicant seeks reimbursement include, among others:

- a. Duplicating – Laser copies and photocopies charged at \$0.10 per page. The charge per page is less than that which is billed to other Otterbourg clients.

- b. Computer Research Charges – Otterbourg’s practice is to bill clients for electronic research at actual cost, which does not include amortization for maintenance and equipment.
- c. Local Car Service and Late Night Meals – Otterbourg’s practice is to allow attorneys, legal assistants, and secretaries to charge car service and late night meals to the appropriate client after 8:00 p.m.
- d. Delivery Services – Otterbourg’s practice is to charge postal, overnight delivery and courier services at actual cost.

**APPLICANTS’ STATEMENT PURSUANT TO APPENDIX B  
OF THE UST GUIDELINES**

39. The following statement is provided pursuant to § C.5. of the UST Guidelines.

- a. **Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms of services pertaining to this engagement that were provided during the application period? If so, please explain.

**Answer:** No.

- b. **Question:** If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

**Answer:** The fees sought in the Application do not exceed the fees budgeted for the Application Period and are, in fact, considerably less than the amount budgeted.

- c. **Question:** Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

**Answer:** No.

- d. **Question:** Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.) If so, please quantify by hours and fees.

**Answer:** Yes. Applicants spent .8 hours (\$680) with respect to the review of time detail during this Application Period.

- e. **Question:** Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

**Answer:** No.

- f. **Question:** If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

**Answer:** Applicant's rate increased as of October 1, 2020, which was after the Petition Date, but prior to the submission of our proposed budget to the Debtors and prior to the filing of the Assumption Motion, pursuant to which Applicant is entitled to be compensated for its fees and expenses.

*[Remainder of Page Left Blank]*

**CONCLUSION**

**WHEREFORE**, the Applicant respectfully requests that this Court enter an order (a) allowing on an interim basis compensation in the aggregate amount of \$646,606.50 for fees for services rendered during the Application Period; (b) allowing on an interim basis actual, necessary expenses incurred in connection with such services in the aggregate amount of \$2,956.87; (c) authorizing and directing the Debtors to pay to the unpaid fees for services rendered during the Application Period expenses associated with such services; and (d) granting such other and further relief as may be just or proper.

New York, New York  
Dated: March 16, 2020

OTTERBOURG P.C.

By: /s/ Melanie L. Cyganowski  
Melanie L. Cyganowski, Esq.  
Jennifer S. Feeney, Esq.  
OTTERBOURG P.C.  
230 Park Avenue  
New York, NY 10169  
Telephone: (212) 661-9100  
Facsimile: (212) 682-6104

*Co-Counsel to the Ad Hoc Committee of  
Governmental and Other Contingent  
Litigation Claimants*

# **EXHIBIT A**

## **Certification**

Melanie L. Cyganowski, Esq.  
Jennifer S. Feeney, Esq.  
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New York, NY 10169  
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*Co-Counsel to the Ad Hoc Committee of  
Governmental and Other Contingent  
Litigation Claimants*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	X
In re	: Chapter 11
	:
PURDUE PHARMA L.P., <i>et al.</i> ,	: Case No. 19-23649 (RDD)
	:
Debtors <sup>1</sup> .	: (Jointly Administered)
-----	X

**CERTIFICATION OF MELANIE L. CYGANOWSKI IN RESPECT OF APPLICATION  
OF OTTERBOURG P.C. AS CO-COUNSEL OF THE AD HOC COMMITTEE’S  
PROFESSIONALS FOR FIRST INTERIM ALLOWANCE OF COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED  
FROM SEPTEMBER 16, 2019 THROUGH AND INCLUDING JANUARY 31, 2020**

I, Melanie L. Cyganowski, hereby certify that:

1. I am a member of the firm of Otterbourg P.C. (“Otterbourg”). By Order of the Court, dated December 2, 2019, the Debtor was authorized to pay fees and expenses of Otterbourg as Co-Counsel to the Ad Hoc Committee of Governmental and Other Contingent Claimants *nunc pro tunc* to September 16, 2019 (the “Petition Date”). [553]

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtors’s registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF L.P. (0495), SVC Pharma L.P. (5717) and

2. I am the professional designated by Otterbourg with the responsibility for compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* (as updated June 17, 2013) (the “Local Guidelines”), and the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases*, adopted by the Executive Office for the United States Trustee (the “UST Guidelines”, and together with the Local Guidelines, the “Guidelines”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, [Dkt. No. 529] (the “Interim Compensation Order”).

3. This Certification is made in support of Otterbourg’s first interim application (the “Interim Fee Application”) for the interim allowance of compensation for services rendered and reimbursement of expenses incurred for the period from September 16, 2019 through and including January 31, 2020 (the “Application Period”).

4. I have reviewed the First Interim Fee Application.

5. To the best of my knowledge, information and belief formed after reasonable inquiry of the Otterbourg accounting personnel and legal and paraprofessional staff, the Interim Fee Application complies with the mandatory guidelines set forth in the Guidelines.

6. The fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Otterbourg and generally accepted by Otterbourg’s clients.

7. To the best of my knowledge, information and belief formed after reasonable inquiry of the Otterbourg personnel, Otterbourg does not make a profit in connection with any disbursements sought in the Interim Fee Application except (i) in recording certain

disbursements, for administrative convenience, charges are rounded up to the nearest dollar (*e.g.*, long distance telephone calls); (ii) volume discounts, if any, are not reflected (*e.g.*, Federal Express); and (iii) certain estimates for expenses related to various disbursements are not specifically calculated (*e.g.*, taxes, rental charges and related costs of Westlaw).

8. To the best of my knowledge, information and belief formed after reasonable inquiry of the Otterbourg accounting personnel, Otterbourg does not include in the amount of any disbursements the amortization of the cost of any investment, equipment or capital outlay.

9. To the best of my knowledge, information and belief formed after reasonable inquiry of the Otterbourg accounting personnel, to the extent that Otterbourg has purchased or contracted for services from a third party, reimbursement is sought only for the amount billed by the third party to Otterbourg and paid.

10. Otterbourg maintains supporting documentation for each item for which reimbursement is sought (*i.e.*, meals chargeable and transportation) and such documentation is available for review on request by the Court or the United States Trustee.

11. Otterbourg has complied with the provisions requiring it to provide the United States Trustee for the Southern District of New York and the Debtor with a statement of the Applicant's fees and expenses.

12. The Notice Parties (as defined in the Interim Compensation Order) will each be provided with a copy of the Interim Fee Application.

New York, New York  
Dated: March 16, 2020

By: /s/ Melanie L. Cyganowski  
Melanie L. Cyganowski  
230 Park Avenue  
New York, New York 10169  
(212) 661-9100  
*Co-Counsel to the Ad Hoc Committee of  
Governmental and Other Contingent  
Litigation Claimants*



# **EXHIBIT B**

## **Fee Assumption Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**PURDUE PHARMA L.P., *et al.*,  
  
Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 19-23649 (RDD)**

**(Jointly Administered)**

**ORDER AUTHORIZING THE DEBTORS TO ASSUME THE REIMBURSEMENT  
AGREEMENT AND PAY THE FEES AND EXPENSES OF THE AD HOC  
COMMITTEE'S PROFESSIONALS**

Upon the motion (the “**Motion**”)<sup>2</sup> of Purdue Pharma L.P. and its affiliates that are debtors and debtors in possession in these cases (collectively, the “**Debtors**”), pursuant to sections 105(a), 363(b) and 365 of title 11 of the United States Code (the “**Bankruptcy Code**”), for an order (this “**Order**”) (a) authorizing the Debtors to assume the Reimbursement Agreement, attached to the Motion as **Exhibit B**, and (b) authorizing but not directing the Debtors to pay the reasonable and documented fees and expenses under the Reimbursement Agreement, without the need for further motion, fee application or order of the Court, as more fully set forth in the Motion; and the Court having jurisdiction to decide the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors’ corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Motion having been provided, such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and upon the objections (or joinders to objections) to the relief requested in the Motion filed by the Ad Hoc Group of Individual Victims, the NAS Babies Ad Hoc Committee, the Official Committee of Unsecured Creditors, the Private Insurance Plaintiffs, the U.S. Trustee, and Certain Native American Tribes [Docket Nos. 454, 458, 459, 462, 463 and 468] and the responses thereto; and the Court having held a hearing to consider the relief requested in the Motion on November 19, 2019 (the “**Hearing**”); and upon the record of the Hearing and all of the proceedings had before the Court; and after due deliberation and for the reasons stated by the Court in its bench ruling at the Hearing the Court having determined that the legal and factual bases set forth in the Motion establish good and sufficient cause for the relief granted herein, which is in the best interests of the Debtors, their estates, their creditors and all parties in interest; now, therefore,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted to the extent set forth herein.
2. The Debtors are authorized to perform the Reimbursement Agreement pursuant to section 363 of the Bankruptcy Code, subject to and as modified by the terms of this Order.
3. Specifically, the Debtors are authorized, but not directed, to pay (i) Brown Rudnick LLP, (ii) Gilbert, LLP, (iii) Kramer Levin Naftalis & Frankel LLP, (iv) Otterbourg PC, (v) FTI Consulting, Inc., (vi) Compass Lexecon and (vii) Coulter & Justice (collectively, the “**Professionals**”) for their reasonable and documented fees and expenses in accordance with the terms and conditions of the Reimbursement Agreement and this Order; *provided* that, for the avoidance of doubt, the Debtors shall have no obligation to pay any fees, expenses or other

amounts incurred after the termination of the Reimbursement Agreement in accordance with its terms.

4. The authorization of the Debtors to pay (i) the reasonable and documented fees and expenses of the Professionals (other than those Professionals set forth in paragraph 3(vi) and (vii) above, which are addressed in subsection (z) of this paragraph 4 below) and (ii) reasonable and documented expenses (e.g., hotels, meals, travel costs, etc., but excluding the fees and expenses of any professional, including internal counsel, retained or employed by any Ad Hoc Committee member) incurred by the Ad Hoc Committee members in furtherance of their service on the Ad Hoc Committee (the “**Member Expenses**”) shall be subject, *mutatis mutandis*, to the procedures with respect to authorization of payment of the fees and expenses of the professionals of the Debtors and the UCC set forth in the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 529] (as may be modified or amended by any subsequent order of the Court with respect thereto, the “**Interim Compensation Order**”) including, for the avoidance of doubt, the filing of Monthly Fee Statements and Applications (in each case as defined in the Interim Compensation Order), Interim Fee Hearings (as defined in the Interim Compensation Order), the expiration of the Objection Deadline (as defined in the Interim Compensation Order) or resolution of any Objections (as defined in the Interim Compensation Order) with respect each Monthly Fee Statement, and the 20% holdback with respect to fees until further order of the Court; *provided* that the standard for authorization of payment of the fees and expenses of the Professionals shall be whether such fees and expenses are (a) reasonable and documented and (b) reimbursable under the Reimbursement Agreement (including, without limitation, that such fees and expenses are not duplicative of other Professionals and are within the Scope (as defined in the Reimbursement Agreement)); *provided*

*further* that, for the avoidance of doubt, that the Professionals shall not be considered retained professionals of the Debtors or UCC and the retention of the Professionals shall not be required to satisfy the standards for retention set forth in sections 327-328 or 1103 of the Bankruptcy Code; *provided further* that, the Professionals shall seek reimbursement only for fees and expenses that are within the Scope (and, for the avoidance of doubt, neither filing objections to the claims of other creditors or advancing or prosecuting the claims of the individual members of the Ad Hoc Committee shall be considered within the Scope); *provided further* that, (x) the aggregate amount authorized to be paid pursuant to this Order shall not exceed \$1,500,000 with respect to the fees and expenses of the Professionals (including Compass Lexecon and Coulter & Justice) incurred prior to the Petition Date, (y) such prepetition fees and expenses of the Professionals, together with any prepetition Member Expenses, shall be sought only upon the earlier of (1) the execution of a restructuring support agreement among parties including the Debtors and each member of the Ad Hoc Committee and (2) confirmation of a chapter 11 plan for the Debtors, and (z) the Debtors shall not be authorized to pay any amounts to the Professionals set forth in paragraph 3(vi) and 3(vii) above (who are not currently actively engaged) unless and until authorized to do so by subsequent order of this Court in connection with one of the Applications referred to above; *provided further* that the fees and expenses of the Professionals incurred in connection with or relating to the allocation of value among the Debtors' creditors (the "**Allocation Fees**"), shall be segregated and recorded in separate matters or projects and shall be sought by Application only upon the earlier of (a) the approval by the Court of a restructuring support agreement among parties including the Debtors and each member of the Ad Hoc Committee (the "**RSA**") or (b) confirmation of a chapter 11 plan for the Debtors; *provided further* that to the extent an emergency relief fund for the use, prior to confirmation, of a substantial amount of the Debtors' cash to provide emergency relief and

assistance with respect to the opioid crisis (an “**ERF**”) has not previously been sought or approved by the Court, the RSA shall have within it a valid and credible proposal for an ERF; *provided further* that prior to the earlier of approval by the Court of an RSA or confirmation of a chapter 11 plan for the Debtors, each Professional that submits a Monthly Fee Statement or Application will include a representation therein that it has separately recorded its Allocation Fees and has not, to the best of its knowledge, included Allocation Fees in such Monthly Fee Statement or Application.

5. Notwithstanding anything to the contrary herein, the Debtors shall not be authorized to pay the fees and any expenses of any advisor to the Ad Hoc Committee other than the Professionals (as defined in paragraph 3), and the authorization to pay the fees and expenses of any advisor to the Ad Hoc Committee other than the Professionals (including any investment banker, as contemplated by the Reimbursement Agreement) shall be sought by a supplemental motion to this Court, *provided* that the Debtors are authorized to pay the fees of an investment banker, as contemplated by the Reimbursement Agreement, subject the same procedures applicable to the Professionals (as defined in paragraph 3), with the consent of the Debtors, U.S. Trustee and UCC to the retention of such investment banker and the terms of such retention.

6. Pursuant to and consistent with information and confidentiality protocols to be agreed between the Ad Hoc Committee, the Ad Hoc Group of Non-Consenting States<sup>3</sup> and the Governmental Entities Group<sup>4</sup>, and acceptable to the Debtors, and any protective order in these cases, the work product of certain financial professionals engaged by the Ad Hoc Committee, including FTI Consulting, Inc., shall be made available to the Ad Hoc Group of Non-Consenting States and the Governmental Entities Group with respect to matters on which such parties share a

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<sup>3</sup> The Bankruptcy Rule 2019 statement for the Ad Hoc Group of Non-Consenting States is filed at Docket No. 296.

<sup>4</sup> The Bankruptcy Rule 2019 statement for the Governmental Entities Group is filed at Docket No. 409.

common interest, subject to the terms therein, and where such work product does not contain, reflect or reference confidential information of the Debtors that they have provided to the Ad Hoc Committee but not provided to the Ad Hoc Group of Non-Consenting States and the Governmental Entities Group. The delivery of information pursuant to such information protocols described in this paragraph shall not be deemed a waiver of any common interest privilege, attorney-client privilege, work product protection, or any other applicable privileges or protections with respect thereto.

7. The contents of the Motion and the notice procedures set forth therein constitute good and sufficient notice and satisfy the Bankruptcy Rules and the Local Rules, and no other or further notice of the Motion or the entry of this Order shall be required.

8. Nothing in this Order shall be deemed to constitute (i) a grant of third-party beneficiary status or bestowal of any additional rights on any third party or (ii) a waiver of any rights, claims or defenses of the Debtors.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

10. The relief granted herein shall be binding upon any chapter 11 trustee appointed in any of these chapter 11 cases or upon any chapter 7 trustee appointed in the event of a subsequent conversion of any of these chapter 11 cases to cases under chapter 7.

11. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: December 2, 2019  
White Plains, New York

/s/ Robert D. Drain  
THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT C**

## **Summary of Compensation By Project Code**



**SUMMARY OF COMPENSATION BY  
PROJECT CODE FOR THE APPLICATION PERIOD**

<b>Project Code</b>	<b>Project Category</b>	<b>Total Billed Hours</b>	<b>Average Hourly Rate</b>	<b>Fees Recorded</b>
PU01	Asset Analysis and Recovery	48.1	\$1,108.43	\$53,315.50
PU02	Assumption and Rejection of Leases and Contract	76.9	\$978.36	\$75,235.50
PU03	Business Operations	40.6	\$934.38	\$37,936.00
PU04	Case Administration	48.5	\$935.94	\$45,393.00
PU05	Claims Analysis	10.9	\$897.94	\$9,787.50
PU06	Employment and Fee Applications	11.7	\$537.91	\$6,293.50
PU07	Emergency Financing	64.8	\$1,139.19	\$73,819.50
PU08	Litigation: Contested Matters, Adversary	74.5	\$1,029.84	\$76,723.00
PU09	Meetings and Communications with Ad Hoc	184.3	\$1,093.90	\$201,606.50
PU10	Non-Working Travel	9.8	\$1,158.42	\$11,352.50
PU11	Plan and Disclosure Statement	52.6	\$1,048.37	\$55,144.00
	<b>TOTALS:</b>	<b>622.7</b>	<b>\$1,038.39</b>	<b>\$646,606.50</b>

**BUDGET V. ACTUAL FEES REQUESTED**

<b>Project Code</b>	<b>Project Category</b>	<b>Budgeted Hours</b>	<b>Actual Hours</b>	<b>Budgeted Fees</b>	<b>Actual Fees</b>
PU01	Asset Analysis and Recovery	150	48.1	\$150,000.00	\$53,315.50
PU02	Assumption and Rejection of Leases and Contract	100	76.9	\$100,000.00	\$75,235.50
PU03	Business Operations	75	40.6	\$75,000.00	\$37,936.00
PU04	Case Administration	150	48.5	\$150,000.00	\$45,393.00
PU05	Claims Analysis	20	10.9	\$20,000.00	\$9,787.50
PU06	Employment and Fee Applications	20	11.7	\$20,000.00	\$6,293.50
PU07	Emergency Financing	100	64.8	\$100,000.00	\$73,819.50
PU08	Litigation: Contested Matters, Adversary	150	74.5	\$150,000.00	\$76,723.00
PU09	Meetings and Communications with Ad Hoc	300	184.3	\$300,000.00	\$201,606.50
PU10	Non-Working Travel	10	9.8	\$10,000.00	\$11,352.50
PU11	Plan and Disclosure Statement	50	52.6	\$50,000.00	\$55,144.00
<b>TOTAL:</b>		<b>1025.0</b>	<b>622.7</b>	<b>\$1,125,000.00</b>	<b>\$646,606.50</b>

**PROPOSED STAFFING PLAN APPLICATION PERIOD**

<b>Category of Timekeeper</b>	<b>Estimated Number of Timekeepers</b>	<b>Actual Number of Timekeepers</b>	<b>Average Hourly Rate Based on Actual Timekeepers</b>
Partner	3	4	\$1,075.00
Of Counsel	1	1	\$805.00
Associate	2	2	\$425.00
Paralegal	1	1	\$305.00

# **EXHIBIT D**

## **Summary of Hours By Professional**

**SUMMARY OF HOURS BILLED BY  
PROFESSIONALS FOR THE APPLICATION PERIOD**

**Attorney Hours for the Application Period**

Professional	Year Admitted	Rate Per Hour <sup>2</sup>	No. of Hrs.	Total Compensation
Melanie L. Cyganowski ("MLC") Partner	1982	\$1250 (Sept. rate)	53.3	\$66,625.00
		\$1315 (Oct. rate)	240.7	\$316,520.50
Richard G. Haddad ("RGH") Partner	1988	\$995	2.5	\$2,487.50
		\$1045	0.0	\$0.00
Peter Feldman ("PF") Partner	1992	\$995	2.4	\$2,388.00
		\$1045	0.0	\$0.00
William M. Moran ("WMM") Partner	1990	\$795	4.5	\$3,577.50
		\$895	21.3	19,063.50
Jennifer S. Feeney ("JSF") Of Counsel	1998	\$805	63.6	\$67,298.00
		\$850	208.5	\$160,225.00
Michael R. Maizel ("MRM") Associate	2017	\$425	2.6	\$1,105.00
Michael A. Pantzer ("MAP") Associate	2017	\$425	2.0	\$850.00
	<b>TOTAL</b>		<b>601.4</b>	<b>\$640,140.00</b>

**Paraprofessional Hours for the Application Period**

Professional	Year Admitted	Rate Per Hour	No. of Hrs.	Total Compensation
Jessica K. Hildebrandt ("JKH") Paralegal	N/A	\$295	3.0	\$885.00
		\$305	18.3	\$5,581.50
	<b>TOTAL</b>		<b>21.3</b>	<b>\$6,466.50</b>

<sup>2</sup> In the ordinary course of Applicant's business, it reviews its hourly rates in October of each year. Applicant's rate increased as of October 1, 2020, which was after the Petition Date (14 days), but prior to the submission of our proposed budget to the Debtors and prior to the filing of the Assumption Motion, pursuant to which Applicant is entitled to be compensated for its fees and expenses

**Total Fees for the Application Period By Position**

<b>Professional</b>	<b>Blended Rate</b>	<b>Total Hrs.</b>	<b>Total Fees Recorded</b>
Partner	\$1,264.74	324.7	\$410,662.00
Of Counsel	\$836.17	272.1	\$227,523.00
Associate	\$425.00	4.6	\$1,955.00
Paralegal	\$303.59	21.3	\$6,466.50
<b>Blended Professional Rate</b>	<b>\$1,038.39</b>	<b>622.7</b>	<b>\$646,606.50</b>

**Blended Hourly Rate for Professionals Billing to Case v. Blended Hourly Rate of All Other Professionals for Last 12 Months**

<b>Professionals and Paraprofessionals</b>	<b>Blended Hourly Rate of Professionals and Paraprofessionals Not Billing to this Matter for Prior 12-Month Period by Position</b>	<b>Blended Hourly Rate of Professionals Billed for Application Period by Position</b>
Partner	\$935.00	\$1,264.74
Of Counsel	\$769.00	\$836.17
Associate	\$492.00	\$425.00
Paraprofessional and Other Staff	\$298.00	\$303.59
Blended Attorney Rate/Total Attorney Fees	\$734.00	\$1,038.39
Blended Paralegal Rate	\$298.00	\$303.59

# **EXHIBIT E**

## **Time Entries**

OTTERBOURG P.C.  
230 PARK AVENUE  
NEW YORK, NY 10169-0075

Client/Matter No.: 20186/0002  
Matter Name: CHAPTER 11  
Billing Partner: RL STEHL

March 16, 2020  
BILL NO. 209157

For Services Rendered Through January 31, 2020:

Phase: PU01		ASSET ANALYSIS AND RECOVERY	
<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/18/19 PF	Analysis of Legal Papers Review of Common Interest Agreement draft and email to MLC re same	.40	398.00
09/19/19 PF	Review/correct Stipulation Review and revise Common Interest Agreement	2.00	1,990.00
09/19/19 JSF	Examine Documents Purdue - Draft Common Interest Agreement	.30	241.50
09/21/19 JSF	Examine Documents Common Interest Ageement and Compare to Existing Agreement Among States	1.30	1,046.50
09/22/19 JSF	Examine Documents Common Interest Agreement	.30	241.50
09/24/19 JSF	Examine Documents Proposed Confidentiality Agreement from Debtors	.40	322.00

OTTERBOURG P.C.  
230 PARK AVENUE  
NEW YORK, NY 10169-0075

Client/Matter: 20186/0002  
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March 16, 2020  
BILL NO. 209157

<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/24/19 WMM	Legal services/Legal Papers Reviewing proposed NDA and communications concerning same.	.50	397.50
09/25/19 JSF	Examine Documents Purdue - Revised Common Interest Agreement	.20	161.00
09/26/19 JSF	Examine Documents NDA - Confidentiality Agreement	.40	322.00
09/27/19 JSF	Examine Documents Comments to NDA with Debtors	.60	483.00
09/30/19 WMM	Legal services/Legal Papers Review revisions to draft NDA and protective order; communications concerning same.	1.00	795.00
10/01/19 MLC	Draft/revise Reviewed and revised protective order and non-disclosure agreement	1.00	1,315.00
10/02/19 JSF	Examine Documents Current Status of NDA Agreement	.40	340.00
10/02/19 JSF	Examine Documents Comments to NDA	.40	340.00



OTTERBOURG P.C.  
230 PARK AVENUE  
NEW YORK, NY 10169-0075

Client/Matter: 20186/0002  
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March 16, 2020  
BILL NO. 209157

<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/13/19 MLC	Conference call(s) Conference call with DPW and AHC co-counsel concerning NDA and related issues	.50	657.50
10/14/19 MLC	Analysis of Legal Papers Review of draft NDA	1.40	1,841.00
10/15/19 MLC	Correspondence Correspondence re: NDA drafts	.50	657.50
10/15/19 MLC	Conference call(s) Telcon with AHC co-counsel re: NDA	.40	526.00
10/17/19 JSF	Examine Documents Review and Comment on Draft Professionals' NDA	.80	680.00
10/20/19 MLC	Correspondence Correspondence with AHC members concerning review of proposed NDA	.60	789.00
10/21/19 JSF	Examine Documents Revised Draft of NDA for Professionals	.50	425.00
10/21/19 JSF	Telephone Call(s) Call with AHC Professionals and DPW re: NDA	.40	340.00
10/21/19 MLC	Analysis of Legal Papers Review of draft NDA as revised by DPW	1.30	1,709.50

OTTERBOURG P.C.  
230 PARK AVENUE  
NEW YORK, NY 10169-0075

Client/Matter: 20186/0002  
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March 16, 2020  
BILL NO. 209157

<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/22/19 JSF	Examine Documents Revisions to Professionals' NDA	.40	340.00
10/22/19 JSF	Examine Documents Protective Order for AHC Members	.40	340.00
10/22/19 MLC	Analysis of Legal Papers Review of proposed changes to NDA	.70	920.50
10/23/19 JSF	Examine Documents Draft Protective Order	.70	595.00
10/24/19 MLC	Telephone Call(s) Telcon with Ken Eckstein re next steps	.60	789.00
10/24/19 MLC	Telephone Call(s) Follow up call with Ken Eckstein re meeting with Debtors and David Sackler	.30	394.50
10/26/19 JSF	Examine Documents Draft Protective Order	.60	510.00
10/29/19 JSF	Examine Documents Common Interest Agreement	.20	170.00
10/31/19 JSF	Examine Documents Non-Disclosure Agreement	.30	255.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/31/19 MLC	Conference Out of Office Meeting with Andrew Troop to discuss joint cooperation among settling and non-settling state groups	1.10	1,446.50
10/31/19 MLC	Analysis of Legal Papers Review and analysis of NDA with Purdue and Sacklers	1.30	1,709.50
10/31/19 MLC	Draft/revise Reviewed and revised draft agenda for meeting with Sacklers and Purdue	.80	1,052.00
11/04/19 MLC	Analyze Documents Review of discovery and protocol issues	1.40	1,841.00
11/05/19 JSF	Examine Documents Current Draft of Proposed Protective Order	.40	340.00
11/07/19 JSF	Examine Documents Redline of Protective Order	.40	340.00
11/11/19 JSF	Examine Documents Review Draft of E-Mail to Non-Supporting States re: Sharing of Financial Information	.30	255.00
11/11/19 MLC	Correspondence Correspondence with AHC counsel re: protocol for sharing disclosure information	.80	1,052.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/12/19 JSF	Examine Documents Proposal to Non-Consenting States for Information Sharing and Revisions	.30	255.00
11/13/19 JSF	Examine Documents Proposed Information Sharing Protocol with Municipalities and Non-Supporting States	.30	255.00
11/16/19 JSF	Telephone Call(s) Call with Paul Singer, Jenni Peacock and Rachael Ringer re: States' Comments to NDA	.70	595.00
11/16/19 JSF	Examine Documents Revised NDA from Debtors	.30	255.00
11/17/19 JSF	Examine Documents AHC Mark-Up of NDA	.20	170.00
11/18/19 JSF	Examine Documents Revised Proposed Stipulation with UCC and Debtors	.40	340.00
11/18/19 JSF	Examine Documents Revised Proposed Protective Order with AHC Comments	.40	340.00
11/21/19 MLC	Correspondence Correspondence re AHC next meeting, including potential meeting with Sacklers and other parties	.70	920.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/22/19 JSF	Examine Documents Purdue updates re: Committee Meeting and States' Only Meeting	.20	170.00
11/25/19 JSF	Examine Documents Revised Protective Order	.40	340.00
11/25/19 MLC	Conference call(s) Conference call with AHC counsel and AHC committee members re protective order issues	.70	920.50
11/25/19 MLC	Review/analyze Review and analysis of proposed protective order	.70	920.50
11/26/19 JSF	Examine Documents Further Revised/Updated Protective Order	.30	255.00
11/26/19 MLC	Conference call(s) Conference call with AHC counsel and Paul Singer re protective order issues	.80	1,052.00
12/03/19 JSF	Examine Documents Preliminary Diligence from Sackler Family	.40	340.00
12/05/19 JSF	Examine Documents Preliminary Due Diligence Materials from Sacklers	.40	340.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/05/19 JSF	Examine Documents Update from FTI re: Due Diligence Areas of Focus for AHC	.20	170.00
12/10/19 MLC	Review/analyze Review of draft protective order	1.30	1,709.50
12/11/19 JSF	Examine Documents Revised Protective Order from Debtors	.30	255.00
12/11/19 JSF	Examine Documents Review of Preliminary FTI Reports for AHC	.60	510.00
12/11/19 MLC	Review/analyze Review of draft protective order as revised by debtors	1.10	1,446.50
12/13/19 MLC	Conference call(s) Conference call re protective order issues	.60	789.00
12/19/19 JSF	Telephone Call(s) Call with Counsel for Debtors, Sacklers, UCC, Certain States re: Protective Order	.50	425.00
12/19/19 JSF	Examine Documents Review Protective Order	.30	255.00
12/19/19 MLC	Analysis of Memorandum Analysis of proposed changes to draft protective order	.80	1,052.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/07/20 JSF	Examine Documents Revised Protective Order	.30	255.00
01/08/20 JSF	Examine Documents MundiPharma Presentation Materials	.30	255.00
01/08/20 JSF	Examine Documents Revised Protective Order Draft	.20	170.00
01/08/20 MLC	Review/analyze Review and analysis of information presented by DLA in connection with IAC compliance	1.50	1,972.50
01/09/20 JSF	Examine Documents FTI Presentation for AHC Meeting	.30	255.00
01/15/20 MLC	Conference Out of Office Meeting at Debevoise with counsel for Sackler Family and other parties in interest re description of Sackler Family assets and interests	3.50	4,602.50
01/21/20 JSF	Telephone Call(s) Call with FTI re: Due Diligence Update	.70	595.00
01/21/20 MLC	Conference call(s) Conference call with FTI and HL re London conference re Mundipharma	.80	1,052.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/21/20 MLC	Analysis of Memorandum Review and analysis of information provided by FTI and HL re Mundipharma	1.30	1,709.50
TOTAL PHASE PU01		48.10	\$53,315.50

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Phase: PU02 ASSUMPTION & REJECTN OF LEASES & CONTRCT

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/25/19 JSF	Telephone Call(s) Purdue - Call with Committee Professionals to Discuss Committee Recognition and Call with UST	.50	402.50
09/25/19 JSF	Telephone Call(s) Purdue - Call with UST's Office re: Ad Hoc Committee and Payment of Fees by Debtors	.30	241.50
09/25/19 JSF	Examine Documents Purdue - Draft Letter to UST re: Ad Hoc Committee and Pre-Petition Fee Letter	.40	322.00
09/25/19 MLC	Conference call(s) Call with AHC co-counsel in preparation for call with UST	.60	750.00



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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/25/19 MLC	Telephone Call(s) Telcon with UST Harrington and Rifkin concerning AHC and its professionals	.50	625.00
09/25/19 MLC	Conference call(s) Follow up telcon with AHC professionals re UST call	.20	250.00
09/29/19 JSF	Correspondence Revise Letter to UST re: Pre-Petition Fee Agreement	.80	644.00
10/10/19 JSF	Correspondence Revise Letter to UST re: Ad Hoc Committee and Pre-Petition Fee Letter	1.40	1,190.00
10/15/19 JSF	Examine Documents Draft Letter to UST re: AHC	.30	255.00
10/19/19 JSF	Examine Documents Motion to Approve Reimbursement Letter	1.10	935.00
10/21/19 JSF	Examine Documents Motion to Approve Assumption of Reimbursement Letter	.40	340.00
10/22/19 JSF	Examine Documents Motion to Approve Reimbursement Letter	.60	510.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/22/19 MLC	Draft/revise Reviewed proposed revisions to AHC fee letter motion	.60	789.00
10/23/19 JSF	Examine Documents Draft Letter to UST	.30	255.00
10/24/19 JSF	Examine Documents Revisions to Letter re: AHC Reimbursement of Fees	.40	340.00
10/24/19 JSF	Examine Documents Revisions to Motion to Assume AHC Reimbursement Agreement	.50	425.00
10/25/19 JSF	Examine Documents Comments to Letter to UST re: AHC	.70	595.00
10/25/19 MLC	Correspondence Correspondence with Co-AHC Counsel re next steps re fee agreement motion	.80	1,052.00
10/26/19 JSF	Correspondence Revise Letter to UST	.50	425.00
10/26/19 MAP	Research Research law in letter to UST regarding Committee Fee Letter	2.00	850.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/27/19 JSF	Examine Documents Revised Motion to Approve Fee Letter with AHC	.50	425.00
10/27/19 JSF	Examine Documents Review AHC Comments to Letter to AHC and Revise	.40	340.00
10/28/19 JSF	Examine Documents Revised Motion to Assume Fee Letter	.30	255.00
10/28/19 JSF	Correspondence AHC Professionals re: Fee Letter and Letter to UST	.20	170.00
10/28/19 MLC	Conference call(s) Conference call with UCC counsel and AHC professionals re: Fee Letter	.50	657.50
10/29/19 JSF	Examine Documents Further Revised Motion to Approve Fee Letter and Comments From Professionals	.60	510.00
10/29/19 JSF	Correspondence Finalize Letter to UST re: Fee Letter	.50	425.00
10/29/19 JSF	Telephone Call(s) Calls with Rachael Ringer and MLC re: Fee Letter Assumption Motion	.30	255.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/29/19 MLC	Conference call(s) Telcon with Ringer and Eckstein re: Debtor motion to assume fee agreement	.40	526.00
10/29/19 MLC	Correspondence Correspondence with BR and KL re: debtor motion to assume fee agreement	.80	1,052.00
10/29/19 MLC	Conference call(s) Telcon with D. Molton re: debtor motion to assume fee agreement	.50	657.50
10/29/19 MLC	Review/analyze Further review of debtor motion to assume fee agreement	1.70	2,235.50
10/30/19 JKH	Prepare Legal Papers Review of fee motion and prepare document binder	.30	91.50
11/08/19 MLC	Conference call(s) Conference call with UST re motion to assume executory contract	.40	526.00
11/08/19 MLC	Conference Out of Office Meeting with debtors' counsel re motion to assume executory contract	.70	920.50
11/09/19 JSF	Examine Documents Updates re: Recent Meetings and Support for Fee Letter	.80	680.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/11/19 JSF	Telephone Call(s) Conference Call with Professionals re: Preparation for Hearing on Fee Letter Assumption Motion	.70	595.00
11/11/19 JSF	Examine Documents Outline of Evidence for Fee Motion Hearing	.40	340.00
11/11/19 JSF	Telephone Call(s) Call with R. Ringer and MLC re: Catch Up on Conference Calls and Fee Motion	.30	255.00
11/11/19 MLC	Conference call(s) Telcon with R. Ringer re: fee agreement motion	.30	394.50
11/12/19 JSF	Telephone Call(s) Call with Office of UST re: AHC Fee Reimbursement Motion	.50	425.00
11/12/19 JSF	Telephone Call(s) Call with Debtors' Counsel re: Fee Reimbursement Motion and Objections	.30	255.00
11/12/19 JSF	Examine Documents Review UCC Objection to Fee Reimbursement Motion	.80	680.00
11/12/19 MLC	Telephone Call(s) Telcon with UST re motion to assume executory agreement	.40	526.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/12/19 MLC	Conference call(s) Conference call with AHC counsel concerning motion to assume executory agreement	1.00	1,315.00
11/13/19 JSF	Examine Documents Draft Pleadings in Support of Fee Reimbursement Letter	.30	255.00
11/13/19 JSF	Examine Documents Additional Objections to Fee Reimbursement Letter	1.20	1,020.00
11/13/19 JSF	Telephone Call(s) Call with Debtors' Counsel and Kramer Levin to Prepare for Hearing on Assumption of Fee Letter	.50	425.00
11/13/19 JSF	Examine Documents Draft Pleading of States in Support of Assumption of Fee Letter	.30	255.00
11/13/19 MLC	Conference call(s) Conference call with AHC counsel concerning pending fee agreement motion	.70	920.50
11/13/19 MLC	Conference call(s) Conference call with AHC counsel and Debtors' counsel re fee agreement	.80	1,052.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/14/19 JSF	Examine Documents Statements in Support of Motion to Assume Fee Agreement	.40	340.00
11/14/19 JSF	Telephone Call(s) Call with AHC Professionals re: Preparation for Hearing and Support for Motion to Assume Fee Letter	.70	595.00
11/14/19 JSF	Examine Documents Proposed Order re: Assumption of Fee Letter	.30	255.00
11/14/19 JSF	Examine Documents Review AHC Statement in Support of Fee Assumption Motion	2.40	2,040.00
11/14/19 JSF	Telephone Call(s) Follow-Up Call with AHC Professionals re: Statement in Support of Fee Assumption Motion	.30	255.00
11/14/19 JSF	Prepare Legal Papers Draft Declaration in Support by State of Florida re: Fee Assumption Motion	1.80	1,530.00
11/14/19 JSF	Prepare Legal Papers Draft Statement in Support by Non-Member County re: Fee Assumption Letter	.80	680.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/14/19 JSF	Examine Documents Debtor's Declaration in Support of Fee Assumption	.40	340.00
11/14/19 MLC	Review/analyze Review and revise draft reply in support of fee agreement	1.70	2,235.50
11/14/19 MLC	Conference call(s) Conference call with AHC Professionals re: Fee Letter	.60	789.00
11/14/19 MLC	Review/analyze Review of consenting states compilation of joinders	.80	1,052.00
11/14/19 JKH	Review Documents Review of AHC Fee Motion Objections	.80	244.00
11/14/19 JKH	Prepare Chart(s) Prepare list of state joinders	.10	30.50
11/15/19 JSF	Examine Documents Ad Hoc Statement in Support of Motion to Assume Fee Agreement	1.80	1,530.00
11/15/19 JSF	Examine Documents Debtors' Reply and Declaration re: Motion to Assume Fee Agreement	1.20	1,020.00



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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/15/19 JSF	Prepare Legal Papers Notice of Supporting States and Territories' Statements in Support of Fee Motion	.80	680.00
11/15/19 JSF	Examine Documents Review and Assemble Supporting States and Territories' Statements in Support of Fee Motion	2.20	1,870.00
11/15/19 JSF	Correspondence Supporting States and Territories Re: Statements in Support of Fee Motion	.20	170.00
11/15/19 JSF	Prepare Legal Papers Revise Draft Statement in Support of Fee Motion for Supporting County	.30	255.00
11/15/19 MLC	Review/analyze Review and analysis of opposition to fee agreement by Ad Hocs	2.20	2,893.00
11/15/19 JKH	Filing Papers in Court Filing statement in support of AHC motion, including multiple exhibits via ECF	.60	183.00
11/15/19 JKH	Prepare Legal Papers Reviewing each supporting states' declarations in support to prepare for filing	1.70	518.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/15/19 JKH	Prepare Legal Papers Preparing separate exhibits for each state's declaration in support of AHC motion for filing	1.60	488.00
11/15/19 JKH	Review/analyze Reviewing each state exhibit for any corrections	.70	213.50
11/15/19 JKH	Review Documents Receiving and reviewing emails with attached state statements in support of AHC motion; updating list re: receipt of same	.40	122.00
11/16/19 MLC	Review/analyze Review of UCC papers in opposition to AHC fee agreement	2.20	2,893.00
11/18/19 JSF	Prepare Legal Papers Prepare Supplemental Notice in Support of Fee Motion (Statement in support of Puerto Rico)	.30	255.00
11/18/19 JSF	Examine Documents Puerto Rico Statement in Support of Fee Motion	.20	170.00
11/18/19 JSF	Examine Documents Prepare for Hearing on Assumption of Fee Letter - Declarations in Support and Objections	.80	680.00

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11/18/19 MLC	Filing Papers in Court Preparation for fee agreement hearing	2.40	3,156.00
11/18/19 MLC	Conference call(s) Telcon with DPW re: fee agreement	.40	526.00
11/18/19 MLC	Conference call(s) Telcon with K. Eckstein in preparation for fee hearing	.50	657.50
11/18/19 MLC	Review/analyze Review of proposed revisions to proposed fee agreement order	1.40	1,841.00
11/18/19 JKH	Prepare Legal Papers Preparing and filing certificate of service re: consenting states' support of AHC fee motion	.40	122.00
11/18/19 JKH	Filing Papers in Court Preparing and filing supplemental statement re: consenting states' support of AHC fee motion	.20	61.00
11/19/19 JSF	Conference out of Office Attendance at Hearing re: Assumption of Fee Agreement	4.50	3,825.00
11/19/19 MLC	Attendance at Hearing Re: approval of AHC fee agreement	4.50	5,917.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/19/19 MLC	Preparation for Court Re: fee agreement hearing	1.50	1,972.50
11/20/19 MLC	Review/analyze Review of proposed order allowing AHC fee agreement	1.10	1,446.50
11/22/19 JSF	Examine Documents Status of Entry of Fee Letter Assumption Order	.20	170.00
11/25/19 MLC	Conference call(s) Telcon with Eckstein re: proposed orders	.40	526.00
11/25/19 MLC	Review/analyze Review and analysis of proposed changes to fee agreement	.80	1,052.00
TOTAL PHASE PU02		76.90	\$75,235.50

Phase: PU03

BUSINESS OPERATIONS

<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/16/19 JSF	Telephone Call(s) Call with Ad Hoc Committee Counsel and Debtor's Counsel re: First Day Hearing	.60	483.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/16/19 JSF	Examine Documents Prepare for First Day Hearing - Agenda, Motions. Public Statements and First Day Declaration	1.20	966.00
09/16/19 JSF	Conference(s) in Office State Reps - Prepare for First Day Hearing (Ad Hoc Position, Statements)	1.60	1,288.00
09/16/19 JKH	Prepare Legal Papers Preparing document binder for first day hearing	.60	177.00
09/17/19 JSF	Examine Documents Prepare for Hearing - First Day Informational Brief	.60	483.00
09/17/19 JSF	Conference out of Office Purdue Attendance at First Day Hearing	5.50	4,427.50
09/17/19 JSF	Examine Documents Purdue - First Day Hearing Summaries	.40	322.00
09/27/19 JSF	Examine Documents UST Objection to Wage Motion	.20	161.00
10/02/19 JSF	Examine Documents Correspondence re: Scheduling of Meetings, Additional Members and First Day Motion Responses	1.40	1,190.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/05/19 MLC	Conference call(s) Conference call with FTI and AHC re: wage motion	.60	789.00
10/05/19 MLC	Review/analyze Review of analysis of wage motion	1.80	2,367.00
10/07/19 JSF	Examine Documents Analysis of Motions and Status for Second Day Hearings and Response of AHC	.40	340.00
10/07/19 MLC	Review/analyze Review of analysis of wage motion proposal	.70	920.50
10/07/19 MLC	Review/analyze Review of analysis of OCP motion	.60	789.00
10/09/19 MLC	Review/analyze Review of amended agenda for second day hearing	.40	526.00
10/09/19 JKH	Review Documents Review documents for upcoming hearing	.70	213.50
10/10/19 JSF	Attendance at Court (Motion) Attend Second Day Hearings	4.50	3,825.00
10/10/19 JSF	Examine Documents Motion of Native American Tribes for Appointment of Committee	.30	255.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/10/19 MLC	Review/analyze Review of summary of court hearing	.80	1,052.00
10/10/19 WMM	Legal services/Client Appear in Bankruptcy Court for hearing.	3.50	3,132.50
10/31/19 WMM	Legal services/Legal Papers Reviewing proposed case stipulation from Davis Polk with non-consenting states, and proposed NDA.	.80	716.00
12/02/19 JSF	Examine Documents Update re: Wages Motion	.30	255.00
12/04/19 MLC	Conference call(s) Court call on hearing re: issue of wages and bonuses	3.30	4,339.50
12/19/19 JSF	Telephone Call(s) Listen Via Conference Call to Court Hearing	1.50	1,275.00
12/19/19 MLC	Attendance at Hearing Attended court hearing by court call	1.50	1,972.50
01/03/20 JSF	Examine Documents Report from FTI on Overview of Potential Business Transactions Proposed by the Debtors	.30	255.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/08/20 JKH	Prepare Legal Papers Prepare documents related to Mundipharma meeting	.20	61.00
01/24/20 JSF	Court Appearance - General Attendance at Court Hearing	4.60	3,910.00
01/24/20 JSF	Examine Documents Prepare for Court - Agenda Items and Status	.30	255.00
01/31/20 JSF	Telephone Call(s) Conference Call with Debtors' Professionals, UCC and Financial Advisors re: Auto Injector Development Agreement	1.40	1,190.00
TOTAL PHASE PU03		40.60	\$37,936.00

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Phase: PU04	CASE ADMINISTRATION
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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/16/19 JSF	Telephone Call(s) Call with Ad Hoc Counsel re: Organizational Issues	1.00	805.00
09/16/19 JSF	Examine Documents Consider Organizational Issues for Ad Hoc - Potential FAs, Organizational Docs (Bylaws/Protocols)	.80	644.00



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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/16/19 JKH	Review Documents Review of correspondence to create roster	1.30	383.50
09/17/19 JSF	Examine Documents Agenda for Ad Hoc Meeting and Issues for Counsel	.50	402.50
09/17/19 JSF	Examine Documents FA Options - Presentations Received	.30	241.50
09/18/19 JSF	Examine Documents Presentation Materials for FAs	.30	241.50
09/18/19 JSF	Conference out of Office Interviews with FA Candidates and Post-Interview Discussions with Counsel for Ad Hoc	3.00	2,415.00
09/18/19 MLC	Conference Out of Office Interviews of potential AHC financial advisors at Kramer Levin	3.00	3,750.00
09/18/19 JKH	Prepare Legal Papers Prepare document binder in preparation for meeting re FA	.70	206.50
09/19/19 JSF	Conference out of Office Working Group Meeting at KL with Ad Hoc Counsel	3.00	2,415.00

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09/19/19 JSF	Examine Documents Rule 2019 Draft Statement and Ad Hoc NOA	.40	322.00
09/19/19 MLC	Correspondence Correspondence re: FA role	.20	250.00
09/19/19 JKH	Diary & Docket Calendar deadlines related to adversary proceeding	.10	29.50
09/20/19 JSF	Telephone Call(s) Call with Rachael Ringer re: 2019, Bylaws and Meeting Agenda Items	.40	322.00
09/20/19 JSF	Telephone Call(s) State's Reps re: Use of Economic Advisor for Ad Hoc Committee	.50	402.50
09/20/19 JSF	Examine Documents Review of Revised 2019 Statement	.30	241.50
09/20/19 JSF	Examine Documents Review and Revise Proposed Bylaws for Committee	2.30	1,851.50
09/20/19 MLC	Telephone Call(s) Telcon with Rachel Ringer concerning draft by-law provisions	.60	750.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/20/19 MLC	Draft/revise Reviewed and revised draft by-law provisions	.90	1,125.00
09/20/19 JKH	Diary & Docket Calendar ad hoc meetings	.10	29.50
09/21/19 JSF	Examine Documents Revised Bylaws - Governing Document for Ad Hoc	1.40	1,127.00
09/21/19 JSF	Examine Documents Draft Proposed Alternative Voting Procedure in Bylaws re: Comments from States	.60	483.00
09/22/19 JSF	Examine Documents Additional Edits and Revisions to Bylaws	.30	241.50
09/23/19 JSF	Examine Documents Committee Bylaws - Governance Provisions	.40	322.00
09/24/19 JSF	Examine Documents Purdue - Revised Governance Documents (Bylaws and Common Interest Agreement)	.80	644.00
09/25/19 JSF	Examine Documents Purdue - Revised Committee Bylaws	.60	483.00

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09/26/19 MLC	Telephone Call(s) Telcon with David Molton re UCC formation	.20	250.00
09/27/19 JSF	Telephone Call(s) Call with Kramer Levin re: Scheduling a Call and Circulating Current Term Sheet	.30	241.50
09/27/19 JSF	Telephone Call(s) Call with Steve Pohl, Rachael Ringer, Kami Quinn and Gerard Cicero re: Coordination of Outstanding Tasks and Next Steps	1.00	805.00
10/02/19 MLC	Correspondence W/ AHC concerning new members on committee	.40	526.00
10/03/19 MLC	Telephone Call(s) Telcon with Potential IB	.20	263.00
10/04/19 MLC	Correspondence Correspondence with Molton and Gilbert re: membership issues	.30	394.50
10/09/19 MLC	Review/analyze Review of 2019 statement and NDA	.70	920.50
10/10/19 MLC	Review/analyze Review of and revision to draft 2019 filing	.60	789.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/15/19 JSF	Telephone Call(s) Coordination Conference Call with AHC Professionals	.70	595.00
10/15/19 JSF	Examine Documents Open Work In Progress List	.20	170.00
10/21/19 MLC	Correspondence Correspondence re scheduling meeting with AHC and Sackler family members	.80	1,052.00
10/21/19 JKH	Diary & Docket Review of email re: AHC meetings and calls; calendarizing same	.20	61.00
10/24/19 JKH	Diary & Docket Review case management order and calendar upcoming omnibus hearings	.20	61.00
10/25/19 JKH	Draft/revise Update committe roster	.40	122.00
10/28/19 JSF	Telephone Call(s) Working Group Profesionals - Review of Work in Process	1.00	850.00
10/28/19 JSF	Examine Documents Work in Process List	.30	255.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/31/19 MLC	Correspondence Correspondence with AHC counsel concerning division of labor and budgets for professionals	.40	526.00
11/01/19 JSF	Examine Documents List of Action Items	.60	510.00
11/01/19 MLC	Correspondence Review of draft correspondence to DPW re: AHC counsel	.60	789.00
11/05/19 MLC	Correspondence Review of correspondence re: Friday meeting with Sacklers	.60	789.00
11/06/19 JSF	Examine Documents AHC Update and Agenda for Meeting	.80	680.00
11/07/19 MLC	Draft/revise Revise draft email to DPW re: counsel to AHC	.80	1,052.00
11/11/19 MLC	Conference call(s) Conference call with Markowitz and Neiger re: their AHC	.50	657.50
11/11/19 MLC	Correspondence Correspondence with UCC counsel	.40	526.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/12/19 JSF	Research Re: Substantial Contribution Standard	.60	510.00
11/12/19 JSF	Telephone Call(s) Calls with Other AHC Professionals re: November 19th Hearing and Motion to Approve Fee Letter	.60	510.00
11/15/19 MLC	Conference call(s) Telcon with R. Ringer and K. Eckstein in preparation for fee hearing	.60	789.00
11/20/19 JSF	Telephone Call(s) Conference Call with Professionals to Discuss Next AHC Meeting, Agenda and Next Steps with Debtors	1.00	850.00
11/20/19 MLC	Conference call(s) Conference call with counsel for AHC to discuss next steps	1.00	1,315.00
12/03/19 JKH	Review/analyze Review calendar deadlines	.50	152.50
12/05/19 JKH	Correspondence Review of email communications re: fee statements	.20	61.00
12/13/19 JKH	Diary & Docket Review of scheduling order and calendaring omnibus hearings	.20	61.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/20/19 JKH	Diary & Docket review of emails and calendar meetings/call dates	.20	61.00
12/23/19 JSF	Telephone Call(s) Call with AHC and Debtors' Professionals - Catch Up Call	1.20	1,020.00
12/23/19 MLC	Conference call(s) Conference call with AHC professionals in connection with various open items including ERF	1.10	1,446.50
12/23/19 MLC	Telephone Call(s) Telcon with Rachael Ringer re status of various scheduling of meetings and related issues	.70	920.50
01/07/20 MLC	Telephone Call(s) Telcon with S. Tirschwell re: status of pending matters	.50	657.50
01/07/20 JKH	Diary & Docket Review of email and calendar upcoming meetings	.10	30.50
01/09/20 JSF	Examine Documents Subcommittee Assignments	.20	170.00



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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/10/20 JSF	Examine Documents Upcoming Meetings and Agenda Topics with Various Constituencies	.20	170.00
01/13/20 JSF	Examine Documents Upcoming Meeting Schedule and Agendas	.50	425.00
01/14/20 JKH	Diary & Docket Calendar additional meeting	.10	30.50
01/16/20 MLC	Telephone Call(s) Telcon with R. Ringer re: upcoming matters	.30	394.50
01/23/20 JKH	Review/analyze Review agenda re: omnibus hearing	.20	61.00
01/24/20 JSF	Conference(s) in Office Update with MLC re: Status of Meetings with Debtors and UCC Re: Court Hearing and ERF	.30	255.00
01/24/20 MLC	Analysis of Memorandum Review of memo re court hearing held today	.60	789.00
01/27/20 JKH	Diary & Docket Update calendar re: meetings	.10	30.50
01/28/20 JKH	Diary & Docket Review order re: exclusivity and calendar deadlines	.30	91.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/30/20 MLC	Review/analyze Review and analysis of debtor proposed motion to hire company advisor	.80	1,052.00
01/31/20 MLC	Correspondence Correspondence re potential mediators	.40	526.00
TOTAL PHASE PU04		48.50	\$45,393.00

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Phase: PU05	CLAIMS ANALYSIS
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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/24/19 MRM	Review of Documents Review proposed ballots, notice presentation	1.20	510.00
11/25/19 JSF	Examine Documents Bar Date Motion Materials and Draft POC Forms	.50	425.00
11/25/19 JSF	Telephone Call(s) Call with Co-Counsel re: Debtors' Bar Date Materials	.30	255.00
11/25/19 JSF	Telephone Call(s) Call with Debtors re: Bar Date	.50	425.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/25/19 MLC	Conference call(s) Conference call with AHC counsel re bar date motion	.70	920.50
11/25/19 MRM	Telephone Call(s) Confer with JSF in prep. for conference call (.3); participate in conf. call re: proposed bar date and notice procedures (.3)	.60	255.00
12/02/19 JSF	Examine Documents Update re: Bar Date Motion	.30	255.00
12/02/19 JSF	Examine Documents Bar Date Motion Materials from Debtor	.40	340.00
12/13/19 MRM	Telephone Call(s) Participate in conf. call with state committee counsel re: bar date	.80	340.00
12/20/19 JSF	Examine Documents Bar Date Materials	.40	340.00
12/31/19 JSF	Examine Documents Bar Date and POC Forms	.30	255.00
12/31/19 JSF	Telephone Call(s) Call with Debtors and Reps of Other Committees re: Bar Date Motion	.40	340.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/09/20 JSF	Examine Documents Bar Date Materials and POC Form	.30	255.00
01/16/20 MLC	Correspondence Correspondence with P. Singer re: Bar date order status	.30	394.50
01/22/20 JSF	Examine Documents Statement re: Bar Date Motion	.30	255.00
01/22/20 JSF	Examine Documents Bar Date Motion and Revisions	.30	255.00
01/22/20 MLC	Draft/revise Reviewed and revised draft of statement to AHC concerning pending motion for bar date and proposed changes by debtors in response to AHC concerns	.80	1,052.00
01/22/20 MLC	Analysis of Memorandum Review and analysis of black line changes made with respect to bar date order	.70	920.50
01/23/20 JSF	Examine Documents Debtors' Revised Bar Date Documents and Form POCs for Filing	.60	510.00
01/23/20 MLC	Telephone Call(s) Telcon with Andrew Troop and Arik Preis re proof of claim process	.20	263.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/30/20 JSF	Review Involuntary Petition Updated Bar Date Order and Claims	.20	170.00
01/31/20 MLC	Review/analyze Review of proposed bar date order	.80	1,052.00
TOTAL PHASE PU05		10.90	\$9,787.50

Phase: PU06

EMPLOYMENT & FEE APPLICATIONS

<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/28/19 JSF	Prepare Legal Papers Begin Preparation of Monthly Fee Statement	1.50	1,275.00
12/02/19 JSF	Examine Documents Purdue Monthly Time Detail	.40	340.00
12/02/19 JKH	Prepare Legal Papers Prepare first monthly statement	1.50	457.50
12/03/19 JSF	Examine Documents Review Draft Monthly Statement	.50	425.00
12/03/19 JKH	Fee/Employment Applications Preparing first monthly fee statement	1.80	549.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/03/19 JKH	Prepare Chart(s) Preparing exhibit charts for first monthly statement	1.60	488.00
12/09/19 JSF	Prepare Legal Papers Finalize and File First Monthly Fee Statement	.60	510.00
12/27/19 JKH	Prepare Legal Papers Prepare draft second monthly statement	.30	91.50
12/28/19 JSF	Prepare Legal Papers Second Monthly Fee Statement	.60	510.00
01/03/20 JSF	Examine Documents November Monthly Statement to Send to Committee	.30	255.00
01/03/20 JKH	Prepare Legal Papers Prepare second monthly statement	.40	122.00
01/10/20 JSF	Examine Documents Monthly Fee Statement	.70	595.00
01/10/20 JKH	Fee/Employment Applications Prepare final version for filing of Second Monthly Statement	.20	61.00
01/11/20 JSF	Examine Documents Time Detail for December Monthly Statement	.40	340.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/16/20 JKH	Prepare Legal Papers Preparing third monthly statement	.70	213.50
01/16/20 JKH	Prepare Legal Papers Preparing final draft of third monthly fee statement	.20	61.00
TOTAL PHASE PU06		11.70	\$6,293.50

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Phase: PU07	EMERGENCY FINANCING
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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/11/19 JSF	Telephone Call(s) Call with Counsel (Ed Neiger and Others) to Committee of Individual Claimants Impacted by Opioids	.50	425.00
11/12/19 JSF	Telephone Call(s) Pre-Call with Members of AHC re: Preparation for First Call to Discuss Emergency Relief Fund	.50	425.00
11/12/19 MLC	Conference call(s) Conference call re ERF	.90	1,183.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/13/19 JSF	Telephone Call(s) Call with Pamela Thurmond (City of Philadelphia) re: Emergency Relief Fund Meeting	.30	255.00
11/13/19 JSF	Correspondence R. Ringer and M. Cyganowski re: Follow-Up on Emergency Relief Fund Call	.20	170.00
11/18/19 MLC	Conference call(s) Conference call with states members on AHC re: EFR	.60	789.00
12/01/19 MLC	Correspondence Correspondence with AHC counsel and members re ERF and next steps	.60	789.00
12/03/19 JSF	Examine Documents ERF Proposals and Comments From Certain States	1.40	1,190.00
12/03/19 JSF	Telephone Call(s) Conference Call with AHC Subcommittee re: ERF	.90	765.00
12/03/19 JSF	Telephone Call(s) Conference Call with AHC Members and Non-Consenting States re: ERF Proposal	.80	680.00



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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/03/19 MLC	Conference call(s) Conference call with consenting states subcommittee on ERF	.90	1,183.50
12/03/19 MLC	Conference call(s) Conference call with non-consenting states subcommittee on ERF	.80	1,052.00
12/03/19 MLC	Review/analyze Review and analysis of ERF proposals	2.10	2,761.50
12/03/19 MLC	Correspondence Correspondence with consenting states subcommittee re: ERF and next steps	.70	920.50
12/04/19 MLC	Correspondence Review of correspondence from non-consenting states concerning statement of continuing harm	1.40	1,841.00
12/05/19 JSF	Examine Documents Draft of Non-Supporting States' Public Health Statement Filing	.40	340.00
12/09/19 MLC	Correspondence Correspondence re: ERF	.60	789.00
12/10/19 JSF	Telephone Call(s) Conference Call with Working Group of States (Consenting and Non-Consenting) re: ERF Proposal	.70	595.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/10/19 JSF	Examine Documents Proposal from State for Emergency Relief Fund	.40	340.00
12/10/19 MLC	Conference call(s) Telcon with states (consenting and non-consenting) re: ERF	1.10	1,446.50
12/11/19 MLC	Conference(s) in Office Meeting with consenting states re: ERF and related issues	1.80	2,367.00
12/12/19 JSF	Conference out of Office Meeting with Ad Hoc Committee and Non-Consenting States re: ERF	.50	425.00
12/12/19 JSF	Examine Documents Proposed ERF and Proposed Modifications	.60	510.00
12/12/19 MLC	Conference out of Office Meeting with states (consenting and non-consenting) re: ERF	2.00	2,630.00
12/15/19 MLC	Conference call(s) Conference call with consenting states' representatives re ERF proposal	1.10	1,446.50
12/18/19 JSF	Examine Documents Recent Drafts of ERF Proposal	1.40	1,190.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/18/19 JSF	Telephone Call(s) Call with Certain Municipalities and States and Trib re: ERF Proposal	.60	510.00
12/18/19 MLC	Conference call(s) Conference call with consenting states' reps re ERF proposal	1.00	1,315.00
12/19/19 JSF	Telephone Call(s) Call with Anne Infinger (Georgia) re: ERF Proposal	.30	255.00
12/19/19 JSF	Examine Documents Correspondence re: Status of ERF Proposal	.30	255.00
12/19/19 JSF	Examine Documents Review of ERF Proposal	.50	425.00
12/20/19 MLC	Conference call(s) Conference call with consenting states' reps re ERF proposal	.60	789.00
12/23/19 JSF	Examine Documents Review Correspondence re: Update on Status of ERF	.60	510.00
12/23/19 JSF	Examine Documents ERF Proposal - Current Draft	.70	595.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/05/20 MLC	Analysis of Memorandum Review of revisions to draft ERF proposal by consenting states	1.10	1,446.50
01/06/20 MLC	Conference call(s) Correspondence with states reps re: ERF proposal	.80	1,052.00
01/07/20 JSF	Telephone Call(s) Call with States' Representatives re: ERF Proposal	1.20	1,020.00
01/07/20 JSF	Examine Documents Revised ERF Proposal from Municipalities	.40	340.00
01/07/20 MLC	Correspondence Correspondence re: ERF and latest draft proposals	.20	263.00
01/07/20 MLC	Review/analyze Review and analysis of recent changes to ERF draft	.80	1,052.00
01/07/20 MLC	Conference call(s) Correspondence with consenting states re: ERF	1.10	1,446.50
01/08/20 JSF	Telephone Call(s) Call with Andrew Troop re: ERF Proposal	.40	340.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/08/20 JSF	Examine Documents Current Draft of ERF and Status of Sharing with Municipalities	.40	340.00
01/08/20 MLC	Correspondence Follow-up correspondence re redraft of ERF and next steps	.50	657.50
01/08/20 MLC	Conference call(s) Conference call with A. Troop and R. Ringer re ERF and Protective Order	.50	657.50
01/09/20 JSF	Examine Documents Status Update on ERF Proposal from Anne Infinger	.10	85.00
01/09/20 MLC	Correspondence Correspondence re: revisions to ERF draft	.60	789.00
01/10/20 MLC	Correspondence Correspondence with states re: status of various pending matters, including ERF and claims process	.60	789.00
01/13/20 JSF	Examine Documents Current ERF Proposal	.40	340.00
01/13/20 JSF	Correspondence Anne Infinger and Christine Hom E-Mails re: Status of ERF Presentation	.20	170.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/13/20 MLC	Correspondence Correspondence with Georgia AG counsel re status of changes to ERF proposal	.30	394.50
01/13/20 MLC	Analysis of Memorandum Reviewed changes to ERF proposal by consenting states	1.10	1,446.50
01/14/20 JSF	Examine Documents Current Draft ERF Proposal	.30	255.00
01/14/20 JSF	Conference(s) in Office Meeting with Certain States re: ERF Proposal and Upcoming Meetings, etc.	3.00	2,550.00
01/14/20 JSF	Conference(s) in Office Gill Geldreich re: ERF and Other State Issues	.30	255.00
01/14/20 MLC	Conference(s) in Office Meeting with working group of states to finalize changes to ERF proposal with local governments	4.20	5,523.00
01/15/20 JSF	Examine Documents Revised ERF Proposal	.30	255.00
01/15/20 MLC	Conference(s) in Office Conference at Otterbourg with consenting states subcommittee re ERF proposed changes and related matters	5.20	6,838.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/16/20 MLC	Correspondence Correspondence re: ERF and status of drafts with non-consenting states and AHC	.30	394.50
01/21/20 JSF	Telephone Call(s) Call with States and Municipalities re: ERF Proposal	1.10	935.00
01/21/20 JSF	Examine Documents Revised ERF Proposal	.40	340.00
01/21/20 MLC	Analysis of Memorandum Review of proposed changes by non-State Group to ERF proposal	.70	920.50
01/21/20 MLC	Conference call(s) Conference call with non-states and states on AHC re proposed changes to ERF by non-states	1.10	1,446.50
01/22/20 JSF	Examine Documents AHC ERF Proposal and Debtor/UCC Proposal	.70	595.00
01/22/20 MLC	Conference call(s) Conference call with AHC counsel and debtors' counsel re status of ERF and next steps	.40	526.00
01/22/20 MLC	Telephone Call(s) Telcon with David Molton re ERF and status with non-consenting states	.20	263.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/23/20 JSF	Examine Documents ERF Proposals by AHC and UCC and Analysis of Issues Related Thereto and Differences	1.30	1,105.00
01/23/20 JSF	Telephone Call(s) Call with AHC Professionals re: ERF Proposals	.30	255.00
01/24/20 JSF	Examine Documents Notes re: Benefits of AHC ERF Proposal	.40	340.00
01/26/20 JSF	Examine Documents Outline of Issues re: ERF for Debtors' Consideration	.30	255.00
01/26/20 MLC	Draft/revise Reviewed and revised draft of email to Committee/Debtor re joint ERF proposal	1.30	1,709.50
01/27/20 JSF	Telephone Call(s) Call with AHC Professionals re: ERF	.30	255.00
01/27/20 JSF	Examine Documents Updated Bullet Points to Debtors re: Advantages of AHC ERF	.30	255.00
01/27/20 MLC	Conference call(s) Conference call with John Guard and other reps re recent discussions with non-consenting States	.60	789.00



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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/27/20 MLC	Correspondence Reviewed and revised email to subcommittee members re ERF proposal	.80	1,052.00
01/28/20 JSF	Telephone Call(s) Conference Call with Working Group of States re: ERF	.80	680.00
01/29/20 MLC	Telephone Call(s) Telcon with Molton re next steps for ERF reconciliation	.60	789.00
01/30/20 MLC	Telephone Call(s) Telcon with Eckstein re ERF and related issues	1.10	1,446.50
TOTAL PHASE PU07		64.80	\$73,819.50

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Phase: PU08	LITIGATION: CONTESTED MATTERS, ADVERSARY
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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/18/19 JSF	Examine Documents Purdue - Debtors' Adversary Proceeding to Extend Automatic Stay, Injunctive Relief for Sacklers and Against Governmental Claims	1.70	1,368.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/19/19 JSF	Examine Documents Extension of Stay/Injunction Request Issues	1.30	1,046.50
09/19/19 WMM	Legal services/Legal Papers Reviewing motion papers for injunction; communications concerning protecting the police powers exception.	2.00	1,590.00
09/20/19 RGH	Analysis of Legal Papers Review memos and motions re: Injunction	1.80	1,791.00
09/20/19 JSF	Examine Documents Purdue Stay Extension Request and Ramifications	.80	644.00
09/20/19 MLC	Analysis of Legal Papers Review and analysis of discovery schedule motion filed by debtor	2.20	2,750.00
09/20/19 MLC	Analysis of Legal Papers Reviewed and analyzed motion for discovery protocol	1.30	1,625.00
09/20/19 JKH	Diary & Docket Review documents and calendar deadlines related to second day hearing and injunction motion	.20	59.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/21/19 JSF	Examine Documents Summary of Request for Injunction and Counsel Recommendations/Open Issues for Consideration	1.20	966.00
09/21/19 WMM	Legal services/Legal Papers Reviewing draft memo from Kramer and communications concerning same. Re: Injunction	1.00	795.00
09/22/19 JSF	Examine Documents Motion for Injunctive Relief and Brief in Support	1.60	1,288.00
09/22/19 JSF	Examine Documents Preliminary Injunction Memo Overview	.40	322.00
09/22/19 JSF	Examine Documents Motion for Entry of Scheduling Order and Protective Order re: Temporary Injunction	.50	402.50
09/22/19 MLC	Draft/revise Reviewed and revised draft re recommendation re pending stay motion/ Injunction	1.10	1,375.00
09/22/19 MLC	Analysis of Legal Papers Reviewed and analyzed pending stay motion	2.30	2,875.00
09/23/19 RGH	Analysis of Legal Papers Memos and issues re: injunction	.70	696.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/24/19 JSF	Examine Documents Purdue - Options in Response to Injunction Motion	.40	322.00
09/25/19 JSF	Prepare Legal Papers Purdue - Review and Revise Option Memo re: Response to Injunction Motion	1.20	966.00
09/25/19 JSF	Correspondence Purdue - States Reps re: Injunction and Options for Ad Hoc Response	.20	161.00
09/26/19 MLC	Telephone Call(s) Telcon with Ken Eckstein concerning morning meeting with DPW Huebner	.50	625.00
09/27/19 JSF	Telephone Call(s) Call with Paul Singer re: Debtors' Stay Request and States' Issues	.20	161.00
10/02/19 MLC	Review/analyze Review of papers filed by non-settling states in opposition to debtors' motions	1.50	1,972.50
10/03/19 WMM	Legal services/Legal Papers Receive and analyze ojections filed by other states, and communications concerning same	3.50	3,132.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/04/19 WMM	Legal services/Legal Papers Communications concerning status; receive and review oppositions briefs filed by other states.	1.50	1,342.50
10/06/19 WMM	Legal services/Legal Papers Analyzing proposed filing; analyze language concerning police powers versus 105(a), and sufficiency in footnote.	1.20	1,074.00
10/07/19 JSF	Examine Documents Statement in Support of Stay	.70	595.00
10/07/19 MLC	Review/analyze Review of draft settlement in support of stay	1.40	1,841.00
10/07/19 JKH	Prepare Legal Papers Prepare documents in preparation for injunction hearing	.60	183.00
10/07/19 WMM	Legal services/Legal Papers Draft revision to proposed filing and communications concerning same Re: Injunction	.80	716.00
10/08/19 MLC	Review/analyze Review Purdue memo in support of stay	1.60	2,104.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/08/19 MLC	Telephone Call(s) Telcon with A. Troop re status of pending matters	.20	263.00
10/08/19 WMM	Legal services/Legal Papers Analyzing Debtors' Reply papers, and communications concerning same.	1.30	1,163.50
10/09/19 WMM	Legal services/Legal Papers Review final, filed statements Re: Injunction and Stay	1.50	1,342.50
10/10/19 MLC	Review/analyze Review of non-settling states filing re injunction	1.30	1,709.50
10/10/19 JKH	Prepare Legal Papers Preparing document binder and index in preparation for injunction hearing	.40	122.00
10/11/19 JSF	Telephone Call(s) Listen to Court Hearing on Injunction/Stay Motion (partial)	3.50	2,975.00
10/11/19 MLC	Court Appearance - General Hearing on injunction	7.00	9,205.00
10/11/19 WMM	Legal services/Client Participation in hearing in Bankruptcy court SDNY via conference call.	3.50	3,132.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/17/19 JSF	Examine Documents Stipulation Extending Time to Answer Injunction Complaint	.20	170.00
10/20/19 MLC	Analysis of Legal Papers Review of statement filed by UCC concerning UCC stipulation	1.30	1,709.50
10/23/19 JSF	Examine Documents UCC Stipulation with Debtors	.20	170.00
10/27/19 MLC	Correspondence Correspondence with DPW re: UCC stipulation	1.10	1,446.50
10/28/19 MLC	Correspondence Correspondence with AHC professionals concerning non-consenting states comments to voluntary injunction	.80	1,052.00
11/01/19 MLC	Review/analyze Review of draft stipulation re: injunction by non-consenting states with company	1.80	2,367.00
11/05/19 JSF	Examine Documents Revised UCC Stipulation and Injunction	.40	340.00
11/05/19 MLC	Review/analyze Review of stipulation with UCC	1.10	1,446.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/06/19 JSF	Telephone Call(s) Listen by Teleconference to Injunction Hearing (partial)	1.50	1,275.00
11/06/19 MLC	Attendance at Hearing Attended contested hearing in White Plains re preliminary injunction motion	2.00	2,630.00
11/06/19 MLC	Telephone Call(s) Telcon with Andrew Troop re preliminary injunction hearing and related issues	.60	789.00
11/06/19 MLC	Analysis of Memorandum Reviewed and analyzed memoranda filed in connection with injunction hearing	1.60	2,104.00
11/06/19 JKH	Review Documents Review filed documents and agenda prepare same for injunction hearing	.20	61.00
11/07/19 JSF	Examine Documents Amended Case Stipulation with UCC	.40	340.00
11/14/19 JSF	Examine Documents Stipulation with UCC and Debtors	.50	425.00
12/06/19 JSF	Conference out of Office Meeting with Sacklers Counsel to Review Presentations and Overview of Litigation Positions	6.70	5,695.00



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TOTAL PHASE PU08		74.50	\$76,723.00

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Phase: PU09	MEETINGS & COMMUNICATIONS W/ AD HOC
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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/16/19 JSF	Telephone Call(s) Conference Call with Ad Hoc Committee re: First Day Hearing and Ad Hoc Position	1.10	885.50
09/16/19 MLC	Conference call(s) States only conference call in preparation for next steps in Purdue	1.10	1,375.00
09/16/19 MLC	Conference(s) In Office Conference at Otterbourg with various state representatives in preparation for AHC meeting	2.20	2,750.00
09/17/19 MLC	Conference(s) In Office Pre-meeting at Otterbourg of states only in preparation for AHC meeting	6.50	8,125.00
09/18/19 JSF	Conference out of Office Meeting with Counsel for Ad Hoc Committee at Kramer Levin, Including Call with Ad Hoc Committee Members	3.50	2,817.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/18/19 JSF	Memo Memo to States re: Automatic Stay and Implications on Pending Actions	1.40	1,127.00
09/18/19 MLC	Conference Out of Office Meeting at Kramer Levin with AHC co-counsel and AHC members re status of term sheet and next steps	2.50	3,125.00
09/19/19 JSF	Examine Documents Draft E-Mail to States re: Implications of Automatic Stay on Actions	.40	322.00
09/19/19 JSF	Telephone Call(s) Conference Call with all Participating States and Territories to Provide Update on Bankruptcy	1.00	805.00
09/19/19 JSF	Examine Documents Agenda Items and Issues for States' Call	.30	241.50
09/19/19 MLC	Conference Out of Office Meeting of AHC co-counsel in preparation for AHC meeting and next steps	4.50	5,625.00
09/19/19 MLC	Conference call(s) Conference call with Chief Deputies	1.00	1,250.00
09/19/19 MLC	Prepare for Meeting Prepared for conference call with Chief Deputies	.70	875.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/20/19 JSF	Examine Documents Review of Agenda for 9/23 Committee Meeting	.30	241.50
09/22/19 JSF	Telephone Call(s) Conference Call with Professionals to Prepare for Committee Meeting	.80	644.00
09/22/19 JSF	Correspondence Memo E-Mail to MLC re: Report on Call and Preparation for Committee Meeting	.20	161.00
09/22/19 JSF	Examine Documents Prepare for Committee Meeting - Documents for Distribution to Committee	.50	402.50
09/22/19 MLC	Prepare for Meeting Prepared for in-person meeting at KL of AHC members	1.80	2,250.00
09/23/19 JSF	Conference out of Office Meeting of Ad Hoc Committee and Post-Meeting with States	8.00	6,440.00
09/23/19 MLC	Conference Out of Office Attending AHC in-person meeting at Kramer Levin offices	6.00	7,500.00
09/24/19 JSF	Conference out of Office Purdue -Second Day of Ad Hoc Committee Meeting	4.20	3,381.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/24/19 MLC	Conference Out of Office Meeting of AHC at Kramer Levin	5.50	6,875.00
09/25/19 JSF	Telephone Call(s) Purdue - Ad Hoc Committee Call	1.70	1,368.50
09/26/19 JSF	Memo Prepare Update Summary for Consenting States	2.40	1,932.00
09/26/19 MLC	Correspondence Correspondence with States concerning DPW discussions	.90	1,125.00
09/27/19 JSF	Examine Documents Draft Status Update to States	.40	322.00
09/27/19 JSF	Correspondence Draft E-Mail to States re: Status of Term Sheet and Turn of Documents	.50	402.50
09/27/19 JSF	Examine Documents Materials to AD Hoc Committee - Proposed E-Mail with Overview of Term Sheet Issues and OCP Motion and UST Wage Motion Objection	.40	322.00
09/27/19 MLC	Telephone Call(s) Telcon with Paul Singer Re: States' Issues concerning negotiations on term sheet	.40	500.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/27/19 MLC	Telephone Call(s) Telcon with JSF concerning revisions to memos to States	.60	750.00
09/28/19 MLC	Telephone Call(s) Telcon with Paul Singer re term sheet and related issues and correspondence with States	.40	500.00
09/29/19 MLC	Conference call(s) Conference call with states' counsel re term sheet and related issues	1.10	1,375.00
10/01/19 MLC	Correspondence w/ AHC re: upcoming hearing	.50	657.50
10/01/19 MLC	Correspondence email communications w/ P. Singer re: scheduling of next AHC meeting	.30	394.50
10/03/19 JSF	Examine Documents Update to States' Reps re: Term Sheet	.30	255.00
10/03/19 MLC	Conference call(s) Conference call with settling states re: proposed counter term sheet	.50	657.50
10/03/19 MLC	Conference call(s) Conference call with AHC to prepare for call with company counsel	1.50	1,972.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/03/19 MLC	Correspondence Correspondence with States' Reps re: call with Sacklers/Purdue counsel	.80	1,052.00
10/04/19 JSF	Telephone Call(s) Call with States' Reps and Ken Eckstein re: Comments to Term Sheet	.50	425.00
10/04/19 JSF	Telephone Call(s) Call with AHC to Review Revised Term Sheet	1.80	1,530.00
10/04/19 MLC	Correspondence Correspondence with settling states re: revised term sheet	.80	1,052.00
10/04/19 MLC	Conference call(s) Conference call with AHC members re: revised term sheet	2.50	3,287.50
10/04/19 MLC	Conference call(s) Follow-up conference call with Member of AHC re: revised term sheet	1.00	1,315.00
10/04/19 MLC	Conference call(s) Conference call with settling states re: review and revision of term sheet	2.20	2,893.00
10/04/19 MLC	Telephone Call(s) Telcon with P. Singer and J. Peacock re: states issues	.40	526.00

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10/05/19 MLC	Correspondence Correspondence with states re term sheet and pending motions	1.40	1,841.00
10/06/19 JSF	Telephone Call(s) Conference Call with AHC to Discuss Term Sheet and Injunction Response	2.10	1,785.00
10/06/19 MLC	Conference call(s) Conference call with TX/TN and KL re: revised term sheet	1.00	1,315.00
10/06/19 MLC	Conference call(s) Conference call with states only and KL re wage motion	.50	657.50
10/06/19 MLC	Conference call(s) Conference call meeting with AHC and counsel	2.40	3,156.00
10/07/19 JSF	Conference(s) in Office Meeting with States (including Call with Entire AHC) re: Term Sheet	3.70	3,145.00
10/07/19 JSF	Examine Documents Agenda for Committee Meeting	.20	170.00
10/07/19 MLC	Conference(s) in Office Meeting with States only and AHC re: term sheet and related matters	5.00	6,575.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/07/19 WMM	Legal services/Client Participate in Ad Hoc Committee meeting.	2.20	1,969.00
10/08/19 JSF	Conference out of Office Ad Hoc Committee Meeting re: Term Sheet, Statement in Support, Hearings, etc.	5.30	4,505.00
10/08/19 MLC	Conference Out of Office Meeting and KL with AHC members	6.50	8,547.50
10/16/19 JSF	Telephone Call(s) Weekly Meeting with AHC	1.20	1,020.00
10/17/19 JSF	Examine Documents AHC Update on Pending Issues from KL	.30	255.00
10/18/19 MLC	Correspondence Correspondence with AHC members concerning meeting with UCC and next steps	1.60	2,104.00
10/20/19 JSF	Telephone Call(s) Call with States' Reps - Status and Meeting with UCC and Sacklers	.50	425.00
10/20/19 JSF	Telephone Call(s) Call with Kramer Levin, TN, TX and FL re: Meeting with UCC and Sacklers	1.10	935.00



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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/20/19 MLC	Conference call(s) Conference call with Singer, Leftwich and Peacock re status of various matters	.50	657.50
10/20/19 MLC	Conference call(s) Conference call with Singer, Peacock, Leftwich and Gourd with KL in preparation for meeting with UCC	1.10	1,446.50
10/20/19 MLC	Correspondence Correspondence with Andrew Troop re meeting with UCC	.30	394.50
10/22/19 MLC	Correspondence Correspondence with States re distribution of by-laws pursuant to confidentiality agreement	.20	263.00
10/22/19 MLC	Telephone Call(s) Telcon with Andrew Troop in preparation for meeting with UCC	.40	526.00
10/23/19 JSF	Telephone Call(s) Meeting with AHC Professionals to Prepare for Meeting with UCC	.90	765.00
10/23/19 MLC	Prepare for Meeting Meeting with various AHC members and counsel in preparation for meeting with UCC	1.10	1,446.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/23/19 MLC	Prepare for Meeting Conference call with Ken Eckstein and Rachael Ringer in preparation for meeting with AHC meeting and UCC meeting	1.00	1,315.00
10/24/19 JSF	Telephone Call(s) Participate Telephonically in Meeting with UCC, AHC and Non-Consenting States	2.60	2,210.00
10/24/19 MLC	Telephone Call(s) Telcon with Jennifer Peacock, Michael Leftwich and Paul Singer concerning meeting with David Sackler and counsel	.20	263.00
10/24/19 MLC	Conference(s) In Office Meeting with members of the UCC and its counsel, certain non-settling States and their counsel, and the AHC and their counsel re joint strategy and cooperation going forward	2.80	3,682.00
10/24/19 MLC	Conference Out of Office Meeting at Kramer Levin with non-settling States and their counsel with the MDL PEC and their counsel re joint strategy and cooperation in discovery and related issues	1.50	1,972.50
10/24/19 MLC	Conference Out of Office Meeting with settling states and their counsel re scheduling of various meetings going forward and strategy	.70	920.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/25/19 JSF	Telephone Call(s) Update Call with Ad Hoc Committee	.40	340.00
10/27/19 JSF	Telephone Call(s) Call with Reps of AHC, Non-Consenting States and Debtors re: Protective Order	1.20	1,020.00
10/30/19 JSF	Telephone Call(s) Ad Hoc Committee Conference Call (partial participation)	.30	255.00
10/30/19 MLC	Correspondence Correspondence with AHC members concerning up-coming hearing and interim injunction	.70	920.50
11/07/19 JSF	Telephone Call(s) Ad Hoc Committee Weekly Update Call	1.40	1,190.00
11/07/19 MLC	Conference call(s) Conference call with AHC to update re: recent court hearing and other pending developments	1.40	1,841.00
11/07/19 MLC	Conference(s) in Office Conference with AHC Members in preparation for meeting with company and family	.60	789.00
11/07/19 MLC	Correspondence Correspondence with Singer and Peacock in preparation for meeting with company and family	1.30	1,709.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/12/19 JSF	Telephone Call(s) Call with Consenting States re: Update on Bankruptcy Case and Injunction	.70	595.00
11/12/19 JSF	Examine Documents Agenda for Update Call with Consenting States	.30	255.00
11/12/19 JSF	Telephone Call(s) Call with Reps of Debors, UCC, Consenting AHC, and Non-Consenting States re: Emergency Relief Fund	.90	765.00
11/12/19 JSF	Correspondence E-Mail to Assistant Attorney General for Georgia re: Emergency Relief Fund Call	.40	340.00
11/12/19 JSF	Examine Documents Recent Updates to AHC re: Preparation for States Only Call	.60	510.00
11/13/19 JSF	Telephone Call(s) Call with States Reps (FL, TN, TX) and Kramer Levin re: Prep for November 19th Hearing	.50	425.00
11/13/19 JSF	Telephone Call(s) Weekly AHC Update Conference Call	1.00	850.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/13/19 MLC	Conference call(s) Conference call with supporting AHC states re ERF and motion to assume executory contract	.50	657.50
11/13/19 MLC	Conference call(s) Conference call meeting with AHC counsel and committee members re fee agreement and ERF update	1.10	1,446.50
11/14/19 JSF	Correspondence Supporting States (Members and Non-Members) re: Statements in Support of Fee Letter Assumption	.40	340.00
11/14/19 JSF	Examine Documents Updates to AHC Members	.40	340.00
11/15/19 JSF	Telephone Call(s) Conference Call with Ad Hoc Committee re: Stip with UCC and Motion to Assume Fee Letter	1.50	1,275.00
11/15/19 JSF	Telephone Call(s) Christine Horn (Georgia) re: Statement in Support	.10	85.00
11/15/19 JSF	Telephone Call(s) Anne Haught re: Statement in Support	.10	85.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
11/15/19 MLC	Conference call(s) Conference call with AHC members and co-counsel (MLC portion)	1.00	1,315.00
11/15/19 MLC	Conference call(s) Conference call with AHC co-counsel	.60	789.00
11/15/19 MLC	Correspondence Correspondence with state AHC members re: upcoming fee agreement hearing	.90	1,183.50
11/15/19 MLC	Correspondence Correspondece with FL re: position re: proposal by the AHC re: ERF	.30	394.50
11/16/19 MLC	Correspondence Correspondence with AHC in preparation for hearing	.90	1,183.50
11/19/19 MLC	Conference(s) in Office Meeting with certain state representaive members on AHC re: fee agreement and next steps	.60	789.00
11/20/19 MLC	Conference(s) in Office Meeting with D. Molton and A. Troop	1.00	1,315.00
11/20/19 MLC	Correspondence Correspondence with AHC members re: Nov. 19 hearing	.70	920.50

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11/21/19 MLC	Correspondence Correspondence with States re coordinating meeting re ERF and related issues	.60	789.00
11/22/19 MLC	Correspondence Correspondence with States scheduling AHC meeting in NYC in December	.40	526.00
11/25/19 JSF	Telephone Call(s) Call with States' Representatives re: Protective Order	.40	340.00
11/25/19 MLC	Telephone Call(s) Telcon with AHC members re upcoming scheduling of meetings	.40	526.00
11/25/19 MLC	Correspondence Correspondence with AHC counsel re: various requests by UCC counsel	.80	1,052.00
12/03/19 JSF	Examine Documents Update to AHC re: Bar Date, Monitor and Investigation Updates	.50	425.00
12/05/19 JSF	Telephone Call(s) Weekly Conference Call with AHC	1.10	935.00
12/09/19 JSF	Examine Documents Agenda for AHC Meeting	.20	170.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/09/19 JSF	Telephone Call(s) Rachael Ringer re: Upcoming Meetings	.20	170.00
12/09/19 MLC	Conference call(s) Telcon with R. Ringer re: recent meetings and follow-up	.50	657.50
12/10/19 JSF	Telephone Call(s) Conference Call with Professionals to Prepare for AHC Meeting	1.50	1,275.00
12/11/19 JSF	Conference(s) in Office Pre-Meeting with States re: Preview of Agenda for Full AHC Meeting and ERF	1.60	1,360.00
12/12/19 JSF	Conference out of Office Meeting with Ad Hoc Committee	6.20	5,270.00
12/12/19 MLC	Conference out of Office Meeting with AHC members at Kramer Levin re: protective order and ERF	5.50	7,232.50
12/13/19 MLC	Conference Out of Office Meeting with States at Pillsbury, including consenting and non-consenting	3.50	4,602.50
12/17/19 MLC	Conference call(s) Conference call with AHC counsel to prepare for follow-up meetings with AHC re ERF and related issues	.50	657.50



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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
12/18/19 JSF	Telephone Call(s) Weekly Call with AHC	1.30	1,105.00
12/20/19 JSF	Examine Documents AHC Updates	.30	255.00
01/03/20 JSF	Examine Documents Update on Open Items with Debtors and Issues to Address with AHC	.50	425.00
01/06/20 JSF	Telephone Call(s) Ad Hoc Committee Professionals Catch-Up Call	1.00	850.00
01/06/20 JSF	Examine Documents Updates on Meetings and Bar Date to AHC	.40	340.00
01/06/20 MLC	Conference call(s) Conference call with AHC counsel re: division of tasks and next steps	1.10	1,446.50
01/09/20 JSF	Telephone Call(s) Agenda for AHC Meeting and Updates	.30	255.00
01/09/20 JSF	Telephone Call(s) AHC Meeting	1.50	1,275.00
01/09/20 MLC	Telephone Call(s) AHC meeting (MLC Portion)	.80	1,052.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/10/20 JSF	Telephone Call(s) Call with Certain Consenting and Non-Consenting States re: Liability Presentations to Debtors	.50	425.00
01/13/20 JSF	Telephone Call(s) Call with Ken Eckstein and Rachael Ringer re: Updates, ERF and Upcoming Meeting with States and Other Groups	.70	595.00
01/13/20 MLC	Conference call(s) Conference call with Kramer Levin in preparation for meetings with Sacklers and States	.70	920.50
01/17/20 MLC	Conference call(s) Conference call re: RSA with AHC sub committee	.80	1,052.00
01/22/20 JSF	Telephone Call(s) Weekly Update Call with AHC	1.30	1,105.00
01/22/20 JSF	Examine Documents Updates to AHC Committee	.30	255.00
01/23/20 JSF	Examine Documents Updates/Communications to AHC	.30	255.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/27/20 JSF	Examine Documents E-Mail to AHC re: February 3rd Agenda, Update from Court, ERF and Upcoming Meetings	.20	170.00
01/27/20 MLC	Draft/revise Reviewed and revised substantive email to AHC members prepared by KL	.70	920.50
01/29/20 MLC	Review/analyze Review of draft correspondence outlining outstanding issues for AHC members	.80	1,052.00
01/29/20 MLC	Conference call(s) Conference call meeting with AHC Re: Updates	1.10	1,446.50
01/31/20 MLC	Correspondence Follow-up re various meetings and calls with AHC subcommittees	.30	394.50
TOTAL PHASE PU09		184.30	\$201,606.50

Phase: PU10

NON-WORKING TRAVEL

<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/10/19 JSF	Attendance at Court (Motion) Non-Working Travel to Court and Back (Billed at Half)	.80	680.00
10/11/19 MLC	Travel Time Travel to hearing (billed at half)	2.00	2,630.00
11/06/19 MLC	Non-Working Travel Travel to and from Courthouse in White Plains for injunction hearing (billed at half time)	2.00	2,630.00
11/19/19 JSF	Conference out of Office Travel to and From Court (Billed at Half)	1.00	850.00
11/19/19 MLC	Travel Time Travel (non-working) to and from court (billed at half time)	2.50	3,287.50
12/06/19 JSF	Conference out of Office Non-Working Travel to and From Milbank (Billed at Half)	.50	425.00
01/24/20 JSF	Court Appearance - General Non-Working Travel to and From Court (Billed at Half)	1.00	850.00
TOTAL PHASE PU10		9.80	\$11,352.50

Phase: PU11

PLAN & DISCLOSURE STATEMENT

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/16/19 MLC	Conference call(s) Conference call with AHC co-counsel re term sheet	.90	1,125.00
09/20/19 JSF	Examine Documents Review of Letter to Debtors' and Sacklers' Counsel re: Term Sheet Revisions	.30	241.50
09/21/19 JSF	Examine Documents Summary of Term Sheet Open Issues and Counsel's Position	.70	563.50
09/23/19 JSF	Examine Documents Purdue - Revised Term Sheet from Debtor	1.20	966.00
09/24/19 JSF	Examine Documents Summary Term Sheet and Comments	.70	563.50
09/24/19 MLC	Telephone Call(s) Telcon with Tim Graulich concerning term sheet and related issues	.70	875.00
09/25/19 JSF	Examine Documents Purdue - Mark-Up of Settlement Term Sheet	1.40	1,127.00
09/25/19 JSF	Prepare Legal Papers Comments to Proposed Settlement Term Sheet	.80	644.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/26/19 JSF	Examine Documents Settlement Term Sheet Mark-Up	1.30	1,046.50
09/26/19 JSF	Examine Documents E-Mails and Correspondence re: Status of Term Sheet and Stay Discussions with AHC	1.20	966.00
09/27/19 JSF	Telephone Call(s) Ken Eckstein and Rachael Ringer re: Term Sheet, Stay and Communication with States	.10	80.50
09/27/19 JSF	Examine Documents E-Mails re: Additional Comments from States and Other Members re: Term Sheet and Stay Request	1.80	1,449.00
09/27/19 JSF	Telephone Call(s) Conference Call with Professionals to Review Changes to Term Sheet	1.30	1,046.50
09/27/19 JSF	Examine Documents Revised Settlement Term Sheet with AHC Comments	.80	644.00
09/27/19 MLC	Correspondence Correspondence with AHC counsel concerning various negotiations	1.60	2,000.00
09/27/19 MLC	Conference call(s) Conference call with Eckstein, Ringer, MLC and JSF re term sheet negotiations	.40	500.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
09/29/19 JSF	Telephone Call(s) Call with MLC, Rachael Ringer and Ken Eckstein re: Term Sheet	.70	563.50
09/29/19 JSF	Examine Documents Revised Term Sheets and New Comments	.90	724.50
09/29/19 MLC	Conference call(s) Conference call with Eckstein and Gilbert re term sheet and next steps	.90	1,125.00
10/03/19 JSF	Examine Documents Review of Settlement Term Sheet	2.20	1,870.00
10/03/19 JSF	Telephone Call(s) Call with AHC Professionals re: Term Sheet Issues	1.20	1,020.00
10/03/19 JSF	Telephone Call(s) Call with AHC Professionals and Debtors' Professionals re: Term Sheet Issues	1.20	1,020.00
10/03/19 JSF	Telephone Call(s) Call with Kramer Levin re: Term Sheet	.90	765.00
10/03/19 MLC	Telephone Call(s) Telcon with D. Molton re: TS	.10	131.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/03/19 MLC	Review/analyze Analysis of draft changes to term sheet by Sacklers/Purdue	1.30	1,709.50
10/03/19 MLC	Correspondence Correspondence with Eckstein/Ringer re: settling states issues	.20	263.00
10/03/19 MLC	Conference call(s) Telcon with Eckstein/Ringer re: settling states issues and term sheet	.20	263.00
10/03/19 MLC	Conference call(s) Conference call with AHC counsel concerning proposed counter term sheet	1.00	1,315.00
10/03/19 MLC	Conference call(s) Telcon with J. Peacock and TN concerning draft term sheet	.20	263.00
10/03/19 MLC	Conference call(s) Conference call with company counsel, Sacklers' counsel and AHC re draft term sheet	2.00	2,630.00
10/03/19 MLC	Review/analyze Review of revised term sheet circulated by Purdue counsel	1.10	1,446.50



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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/04/19 JSF	Telephone Call(s) Conference Call with Professionals for AHC, Debtors and Sacklers	2.40	2,040.00
10/04/19 JSF	Telephone Call(s) Follow-Up Call with AHC Professionals re: Term Sheet Call with Debtors	.30	255.00
10/04/19 JSF	Telephone Call(s) Conference Call with AHC to Review Revised Term Sheet	1.50	1,275.00
10/04/19 JSF	Examine Documents Further Revised Term Sheet	1.20	1,020.00
10/04/19 MLC	Conference call(s) Conference call with Debtors' counsel re revised term sheet	2.50	3,287.50
10/04/19 MLC	Review/analyze Review and analysis of revised term sheet	1.10	1,446.50
10/05/19 MLC	Review/analyze Review and analysis of revised term sheet	1.10	1,446.50
10/05/19 WMM	Legal services/Legal Papers Receive and review revised draft term sheet; communications concerning same	1.50	1,342.50

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
10/06/19 MLC	Conference call(s) Conference call with counsel for debtors, Sacklers and AHC	2.00	2,630.00
10/07/19 JSF	Telephone Call(s) Call with MLC and Ken Eckstein re: Status of Term Sheet	.20	170.00
10/07/19 JSF	Examine Documents Review Revised Settlement Term Sheet, Comments and Final Term Sheet	1.80	1,530.00
10/07/19 MLC	Telephone Call(s) Telcon with K. Eckstein re: negotiations with Debtors	.40	526.00
11/08/19 MLC	Conference Out of Office Attended settlement meeting at KL with Sackler and Debtor advisors	4.50	5,917.50
11/08/19 MLC	Conference(s) in Office Pre-meeting with non-consenting states and AHC counsel in preparation for settlement meeting with Sackler and Debtor advisors	.80	1,052.00
01/03/20 JSF	Examine Documents Review Outline and Overview of Open RSA Issues	.80	680.00

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<u>DATE</u> <u>ATTORNEY</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/03/20 MLC	Analysis of Memorandum Review and analysis of correspondence from KL concerning proposed revisions to RSA	1.20	1,578.00
TOTAL PHASE PU11		52.60	\$55,144.00
		TOTAL FOR SERVICES	\$646,606.50

# **EXHIBIT F**

## **Summary of Expenses**

**DISBURSEMENTS FOR THE APPLICATION PERIOD**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses<sup>3</sup></b>
Air Freight	Federal Express	\$15.41
Conference Calls	West Unified (conference call service)	\$959.44
Food Service – Conference		\$1,100.94
Laser Copies (\$.10 per page)		\$437.40
Meals, Chargeable (Dinner/Lunch)		\$174.48
Photocopies (\$.10 per page)		\$75.70
Taxis		\$10.25
Transportation	Trains, cars, etc. for travel to and from Court and other meetings	\$183.25
<b>TOTAL:</b>		<b>\$2,956.87</b>

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<sup>3</sup> The date that appears on the annexed disbursement detail associated with a particular disbursement is as to certain disbursements (e.g., transportation and working meals) the date the disbursement is recorded in Otterbourg computer records and not the actual date the disbursement was incurred.

# **EXHIBIT G**

## **List of Expenses**

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DISBURSEMENTS FOR YOUR ACCOUNT

Laser Copies	437.40
Conference Call(s)	959.44
Meals, Chargeable (Dinner/Lunch)	174.48
Air Freight	15.41
Transportation	183.25
Taxis	10.25
Food Service - Conference	1,100.94
Photocopies	75.70
	<hr/>
TOTAL DISBURSEMENTS	2,956.87